

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>		NEW ASSIGNMENT	
<b>NATURE OF CONVEYANCE:</b>		ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL	
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Audigier Brand Management Group, LLC		12/01/2009	LIMITED LIABILITY COMPANY: CALIFORNIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Material Girl Brand, LLC		
<b>Street Address:</b>	10100 Santa Monica Blvd.		
<b>Internal Address:</b>	Richard Feldstein, Nigro Karlin Segal & Feldstein, LLP		
<b>City:</b>	Los Angeles		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	90067		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	77734359	MATERIAL GIRL	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(212)391-2057		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	212-730-0030		
<b>Email:</b>	cbaker@iconixbrand.com		
<b>Correspondent Name:</b>	Cory M. Baker		
<b>Address Line 1:</b>	1450 Broadway		
<b>Address Line 2:</b>	Iconix Brand Group, Inc.		
<b>Address Line 4:</b>	New York, NEW YORK 10018		
<b>NAME OF SUBMITTER:</b>	Agent		
<b>Signature:</b>	/CMB/		
<b>Date:</b>	12/03/2009		

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**TRADEMARK**  
**REEL: 004107 FRAME: 0619**

Total Attachments: 2

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## TRADEMARK ASSIGNMENT

This Trademark Assignment is made this 1<sup>st</sup> day of December, 2009, by and between Audigier Brand Management Group, LLC, a California Corporation ("Assignor"), on the one hand, and Material Girl, LLC a ~~California Corporation~~ <sup>Brand</sup> Delaware limited liability company ("Assignee") on the other hand.

**WHEREAS**, Assignor is the owner of the trademark and owner of record of the United States trademark application on the attached Schedule A (the "Trademark");

**WHEREAS**, Assignee is desirous of acquiring all of the right, title and interest of Assignor in, to and under the Trademark in addition to the portion of the business to which the mark pertains, together with the goodwill of such business associated with the Trademark; and

**NOW THEREFORE**, in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the sufficiency and receipt of which is hereby acknowledged, Assignor hereby transfers and assigns to Assignee the entire right, title and interest of Assignor in and to the Trademark in addition to the portion of the business to which the mark pertains, together with the goodwill of the business associated with the Trademark; and

Assignor, does hereby sell, assign, transfer and set over onto Assignee, its successors, legal representatives and assigns all claims for damages by reason of past infringement of the Trademark, the right to sue for and collect the same for its own use and enjoyment and for the use and enjoyment of its successors, assigns and other legal representatives; and

Assignor further authorizes the Commissioner of Trademarks of the United States Patent and Trademark Office to record the Trademark as the property of Assignee; and

Assignor further agrees to execute such further documents as may be required to record Assignee as the owner of the Trademark therefor.

**IN WITNESS WHEREOF**, this instrument has been executed this 1<sup>st</sup> day of Dec. 2009.

Audigier Brand Management Group, LLC

By: 

Name: Hubert Guez

Title: CEO

**SCHEDULE A**  
**TRADEMARK**

MATERIAL GIRL  
U.S. Trademark Serial 77/734359