

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM356861

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Security Agreement		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Land 'N Sea Inc		09/28/2015	CORPORATION: NEW YORK
Kirk Roberts Trading Corp.		09/28/2015	CORPORATION: NEW YORK
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	JPMorgan Chase Bank, N.A.		
<b>Street Address:</b>	270 Park Avenue		
<b>Internal Address:</b>	42nd Floor		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10017		
<b>Entity Type:</b>	National Association: NEW YORK		
<b>PROPERTY NUMBERS Total: 13</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3245596	9.8	
<b>Registration Number:</b>	3674401	COUNTERPARTS	
<b>Registration Number:</b>	3880616	FIT SENSATIONS	
<b>Registration Number:</b>	3181839	IGUANA DON	
<b>Registration Number:</b>	1644464	IGUANA DON	
<b>Registration Number:</b>	4246572	KLIP JEANS	
<b>Registration Number:</b>	3849492	LAND 'N SEA	
<b>Registration Number:</b>	3989176	SIZZLE	
<b>Registration Number:</b>	3245597	SIZZLE JEANS	
<b>Registration Number:</b>	3706885	SLIMMING SENSATIONS	
<b>Registration Number:</b>	3871297	THINK SLIM	
<b>Serial Number:</b>	85893157	SOUTHERN BORN	
<b>Serial Number:</b>	86189201	CP SPIRIT BY COUNTERPARTS	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			

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TRADEMARK

**Phone:** 212-238-3244  
**Email:** abechtel@emmetmarvin.com  
**Correspondent Name:** Ashley Bechtel  
**Address Line 1:** 120 Broadway, 32nd Floor  
**Address Line 2:** c/o Emmet Marvin & Martin LLP  
**Address Line 4:** New York, NEW YORK 10271

**ATTORNEY DOCKET NUMBER:** F158558

**NAME OF SUBMITTER:** Ashley Bechtel

**SIGNATURE:** /Ashley Bechtel/

**DATE SIGNED:** 09/30/2015

**Total Attachments: 6**

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## SECURITY AGREEMENT

### GRANT OF SECURITY INTEREST (TRADEMARKS)

The undersigned, each a New York corporation (the "*Grantors*"), are each obligated to JPMORGAN CHASE BANK, N.A., as Administrative Agent (the "*Secured Party*"), and have entered into the Amended and Restated Pledge and Security Agreement, dated as of September 28, 2015 (as amended, supplemented or otherwise modified from time to time, the "*Security Agreement*"), in favor of the Secured Party.

Pursuant to the Agreement, each Grantor granted to the Secured Party a security interest in and to all of the right, title and interest of such Grantor in and to the trademarks listed on Schedule 1, which trademarks are registered in the United States Patent and Trademark Office (the "*Trademarks*"), together with the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof (the "*Collateral*"), to secure the prompt payment, performance and observance of the Obligations (as defined in the Agreement).

For good and valuable consideration, the receipt of which is hereby acknowledged, and for the purpose of recording the grant of the security interest as aforesaid, each Grantor does hereby further assign to the Secured Party, and grant to the Secured Party a security interest in, the Collateral to secure the prompt payment, performance and observance of the Obligations (as defined in the Agreement).

The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Secured Party with respect to the assignment of and security interest in the Collateral made and granted hereby are set forth in the Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

The Secured Party's address for notices is:

JPMorgan Chase Bank, N.A., as Administrative Agent  
270 Park Ave, 42nd Floor  
New York, NY 10017  
Attention: Jeremy Mishkoff  
Telecopier: (646) 534-2251

This Grant of Security Interest shall be construed in accordance with and governed by the law of the State of New York.


IN WITNESS WHEREOF, each Grantor has caused this Grant of Security Interest to be duly executed by its duly authorized officer as of the 28 day of September, 2015.

LAND 'N SEA INC.

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_


  
ROBERT SIBEL  
CO-PRES

KIRK ROBERTS TRADING CORP.

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

  
ROBERT SIBEL  
CO-PRES

STATE OF New York,  
COUNTY OF New York ss.:

On the 28<sup>th</sup> day of September in the year 2015 before me, the undersigned, personally appeared Robert Sobel, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.

David H. Reinhart  
Notary Public

My Commission Expires:

November 17, 2016

DAVID H. REINHART  
Notary Public, State of New York  
No. 01REG196722  
Qualified in Queens County  
Commission Expires Nov. 17, 2016

Schedule 1  
to  
Grant of Security Interest (Trademarks)  
Dated as of September 28, 2015

Trademarks

TRADEMARK REGISTRATIONS AND PENDING APPLICATIONS OF LAND N SEA, INC.

TRADEMARK	COUNTRY	SERIAL NO./ FILING DT.	REG. NO./ REG. DT.	GOODS	STATUS
S.E.	USA	78/978,265 (2/13/06)	3,395,999 (5/22/07)	Ankle socks, footwear and socks	Registered
COUNTERPARTS	USA	77/687,676 (1/5/08)	3,674,481 (8/25/09)	Blouses, Jackets, Pants, Skirts, Sweaters	Registered
FIT SENSATIONS	USA	77/664,274 (2/5/08)	3,880,616 (1/13/10)	Blouses; Jackets; Pants; Skirts and dresses; and Sweater	Registered
IQUANA DON	USA	78/680,200 (6/1/05)	3,181,833 (12/5/06)	Clothing, namely, toddler boys, boys and young men's long and short sleeve knit shirts; long and short sleeve fleece shirts; knit and woven shorts and pants; woven shirts, socks and footwear	Registered

Updated: 9/19/2015

TRADEMARK	COUNTRY	SERIAL NO./ REG. DT.	REG. NO./ REG. DT.	CLASS	STATUS
GUIANA DON & Design	USA	74/045,991 (4/3/98)	1,644,464 (5/14/91)	Toddler boys, boys and young men's long and short sleeve knit shirts; long and short sleeve flexee shirts; knit and woven shorts and pants and woven shirts	Registered
KLIP JEANS (Stylized)	USA	85/225,857 (1/25/11)	4,246,572 (1/26/12)	Men's and women's jeans, capris, shorts, jackets and shirts	Registered
LAND 'N' SEA	USA	77/809,880 (8/20/89)	3,849,492 (9/21/10)	Bathing suits; gloves; hats; jackets; men's suits; women's suits; pajamas; pants; raincoats; shirts; shorts; skirts and dresses; suits; sweat shirts; sweater; t-shirts and Custom design of wearable apparel based on personal selections made by the customer	Registered
SIZZLE (Stylized)	USA	85/106,869 (11/2/10)	3,989,176 (7/5/11)	Shirts for infants, babies, toddlers and children	Registered
SIZZLE JEANS	USA	78/812,326 (2/10/86)	3,245,597 (5/22/87)	Ankle socks; Footwear; and Socks	Registered
SLIMMING SENSATIONS	USA	77/671,862 (2/17/89)	3,788,885 (11/3/09)	Blosses; Jackets; Pants; Skirts and dresses; and Sweaters	Registered

TRADEMARK	COUNTRY	SERIAL NO./ FILE NO. DT.	REG. NO./ REG. DT.	GOODS	STATUS
SOUTHERN BORN	USA	85/893,157 (4/2/13)		Coats, Dresses, Jackets, Jeans, Pajamas, Shirts, Shorts Skirts, Sweat jackets, sweat pants, sweat shirts, sweat shorts, Sweat suits, Swimsuits, T-shirts, Tops, Trousers, Vests	Pending - Statement of Use Due
THINK SLIM	USA	77/789,042 (7/24/09)	3,671,297 (11/2/10)	Jeans, Lounge pants, Men's and women's jackets, coats, trousers, vests, Pajamas, Shirts, Shorts, Skirts and Trousers, Sweat jackets, Sweat pants, Sweat shirts, Sweat shorts, Sweat suits, Swimsuits, T-shirts, Tops, Underwear	Registered
CP SPIRIT BY COUNTERPARTS	USA	86/189,201 (2/18/14)		Blouses, Jackets, Pants, Skirts and dresses, Swimsuits	Pending - Statement of Use Due