

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM358902

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|---|-------------------------------------|--|-------------------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | SECURITY INTEREST | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| FFS HOLDINGS, LLC | | 10/13/2015 | LIMITED LIABILITY COMPANY: DELAWARE |
| RECEIVING PARTY DATA | | | |
| Name: | JPMorgan Chase Bank, N.A. | | |
| Street Address: | 300 S. Grand Ave. | | |
| City: | Los Angeles | | |
| State/Country: | CALIFORNIA | | |
| Postal Code: | 90071-3109 | | |
| Entity Type: | National Association: UNITED STATES | | |
| PROPERTY NUMBERS Total: 8 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 3540298 | FLIP FLOP SHOPS | |
| Serial Number: | 86642333 | FLIP FLOP SHOPS | |
| Registration Number: | 3680494 | FLIP FLOP SHOPS | |
| Registration Number: | 4188721 | FLIP FLOP SHOPS | |
| Registration Number: | 3615051 | FREE YOUR TOES | |
| Registration Number: | 3586190 | LIVE...WORK...PLAY WITH YOUR TOES EXPOSE | |
| Registration Number: | 4113191 | | |
| Registration Number: | 4122640 | WARM YOUR TOES | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 3127068224 | | |
| <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> | | | |
| Phone: | 312-701-8093 | | |
| Email: | IPdocket@mayerbrown.com | | |
| Correspondent Name: | Stacey C. Kalamaras, Esq. | | |
| Address Line 1: | P.O. Box 2828 | | |
| Address Line 4: | Chicago, ILLINOIS 60690-2828 | | |
| ATTORNEY DOCKET NUMBER: | 12407966 | | |
| NAME OF SUBMITTER: | Stacey C. Kalamaras, Esq. | | |

CH \$215.00 3540298

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|---|------------|
| SIGNATURE: | /sck/ |
| DATE SIGNED: | 10/16/2015 |
| Total Attachments: 12 source=FFS Holdings Trademark Security Agreement (Executed)#page1.tif source=FFS Holdings Trademark Security Agreement (Executed)#page2.tif source=FFS Holdings Trademark Security Agreement (Executed)#page3.tif source=FFS Holdings Trademark Security Agreement (Executed)#page4.tif source=FFS Holdings Trademark Security Agreement (Executed)#page5.tif source=FFS Holdings Trademark Security Agreement (Executed)#page6.tif source=FFS Holdings Trademark Security Agreement (Executed)#page7.tif source=FFS Holdings Trademark Security Agreement (Executed)#page8.tif source=FFS Holdings Trademark Security Agreement (Executed)#page9.tif source=FFS Holdings Trademark Security Agreement (Executed)#page10.tif source=FFS Holdings Trademark Security Agreement (Executed)#page11.tif source=FFS Holdings Trademark Security Agreement (Executed)#page12.tif | |

Trademark Security Agreement

TRADEMARK SECURITY AGREEMENT, dated as of October 13, 2015, is executed by FFS HOLDINGS, LLC in favor of JPMorgan Chase Bank, N.A. ("Bank").

This Agreement is being entered into in connection with the Continuing Security Agreement dated as of even date herewith (the "Security Agreement") between the Guarantor and the Bank, and the related Continuing Guaranty dated as of even date herewith between the Guarantor and the Bank.

The parties hereto agree as follows:

SECTION 1. Terms. Capitalized terms used in this Agreement and not otherwise defined herein have the meanings specified in the Security Agreement.

SECTION 2. Grant of Security Interest. As security for the payment or performance, as the case may be, in full of the Liabilities, the Guarantor, pursuant to the Security Agreement, did and hereby does grant to the Bank, its successors and assigns, for the benefit of the Bank, a security interest in all right, title or interest in or to any and all of the following assets and properties now owned or at any time hereafter acquired by the Guarantor or in which the Guarantor now has or at any time in the future may acquire any right, title or interest (collectively, the "Trademark Collateral"):

- (a) all trademarks, service marks, trade names, corporate names, company names, business names, fictitious business names, trade styles, trade dress, logos, other source or business identifiers, designs and general intangibles of like nature, now existing or hereafter adopted or acquired, all registrations and recordings thereof, and all registration and recording applications filed in connection therewith, including registrations and registration applications in the United States Patent and Trademark Office or any similar offices in any State of the United States or any other country or any political subdivision thereof, and all extensions or renewals thereof, including those listed on Schedule I (the "Trademarks");
- (b) all goodwill associated with or symbolized by the Trademarks; and
- (c) all other assets, rights and interests that uniquely reflect or embody such goodwill.

SECTION 3. Security Agreement. The security interests granted to the Bank herein are granted in furtherance, and not in limitation, of the security interests granted to the Bank pursuant to the Security Agreement. The Guarantor hereby acknowledges and affirms that the rights and remedies of the Bank with respect to the Trademark Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein. In the event of any conflict between the terms of this Agreement and the Security Agreement, the terms of the Security Agreement shall govern.

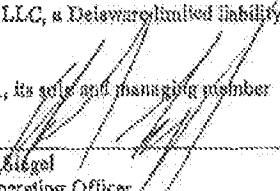
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IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement as of the day and year first above written.

Guarantor:

RFS HOLDINGS, LLC, a Delaware limited liability company

By: Cherokee Inc., its sole and managing member





By: 
Howard Kitzel
Chief Operating Officer






Date Signed: October 13, 2015





By: 
Jason Hering
Chief Financial Officer





Date Signed: October 13, 2015






Schedule I






| Country | Trademark | Application No. | Filing Date | Registration No. | Registration Date | Renewal Due |
|---|--|-----------------|-------------|------------------|-------------------|-------------|
| Anguilla | FLIP FLOP SHOPS & Design (Color)  | 5634 | 8/12/2014 | 5634 | 10/1/2014 | 8/12/2024 |
| Class 35: Retail store and online retail services for flip flop sandals, sandals, slippers, apparel, handbags, jewelry, beach balls, insulated bottle and can covers, key chains, decals, toy flying saucers, lip balm, pens, and water bottles | | | | | | |
| Antigua & Barbuda | FLIP FLOP SHOPS & Design (Color)  | TBD | 7/21/2014 | - | - | - |
| Class 35: Retail store and online retail services for flip flop sandals, sandals, slippers, apparel, handbags, jewelry, beach balls, insulated bottle and can covers, key chains, decals, toy flying saucers, lip balm, pens, and water bottles | | | | | | |
| Aruba | FLIP FLOP SHOPS & Design (Color)  | 12041834 | 4/18/2012 | 30243 | 6/5/2012 | 4/18/2022 |
| Class 35: Retail store and online retail services for flip flop sandals, slippers and related accessories, namely apparel, handbags and jewelry | | | | | | |
| Australia | FLIP FLOP SHOPS & Design (Color)  | 1372346 | 7/15/2010 | 1372346 | 7/15/2010 | 7/15/2020 |
| Class 35: Retail store and online retail services for flip flop sandals and thongs, and related accessories, namely, handbags and jewelry | | | | | | |





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|---|---|-----------------|-------------|------------------|-------------------|-------------|
| Bahamas | FLIP FLOP SHOPS & Design (Color)  | TBD | 8/1/2014 | - | - | - |
| Class 35: (Local Class 50) Miscellaneous | | | | | | |
| Bahrain | FLIP FLOP SHOPS & Design (Color)  | 99372 | 8/19/2013 | - | - | - |
| Class 35: Retail store and online retail services for flip flop sandals, slippers and related accessories, namely apparel, handbags and jewelry | | | | | | |
| Barbados | FLIP FLOP SHOPS & Design (Color)  | TBD | 7/28/2014 | - | - | - |
| Class 35: Retail store and online retail services for flip flop sandals, sandals, slippers, apparel, handbags, jewelry, beach balls, insulated bottle and can covers, key chains, decals, toy flying saucers, lip balm, pens, and water bottles | | | | | | |
| Canada | FLIP FLOP SHOPS & Design (Color)  | 1370268 | 11/1/2007 | 780956 | 10/28/2010 | 10/28/2025 |
| Class 35: Retail store and online retail services for flip flop sandals, slippers and related accessories, namely apparel, handbags and jewelry | | | | | | |
| Caribbean Netherlands | FLIP FLOP SHOPS & Design (Color)  | 5916 | 3/14/2014 | 5916 | 3/14/2014 | 3/14/2024 |
| Class 35: Retail store and online retail services for flip flop sandals, sandals, slippers, apparel, handbags, jewelry, beach | | | | | | |





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| balls, insulated bottle and can covers, key chains, decals, toy flying saucers, lip balm, pens, and water bottles | | | | | | |
| Cayman Islands | FLIP FLOP SHOPS & Design (Color)  | 9451535 | 3/14/2014 | CTM9451535 | 9/11/2014 | 10/15/2020 |
| Class 35: Retail store and online retail services featuring flip flop sandals, slippers and related accessories, namely, apparel, handbags and jewellery | | | | | | |
| China | FLIP FLOP SHOPS & Design (Color)  | TBD | 3/31/2015 | - | - | - |
| Class 35: 3501: demonstration of goods; shop window dressing; modelling for advertising or sales promotion; on-line advertising on a computer network; distribution of samples; dissemination of advertising matter; advertising by mail order; 3502: business information; providing business information via a web site; organization of exhibitions for commercial or advertising purposes; organization of trade fairs for commercial or advertising purposes; organization of fashion shows for promotional purposes; organization of fashion shows for advertisement and sales; public relations; commercial administration of the licensing of the goods and services of others; 3503: import-export agencies; marketing; provision of an on-line marketplace for buyers and sellers of goods and services; 3504: personnel management consultancy; 3505: relocation services for businesses; 3506: compilation of information into computer databases; 3507: accounting; 3509: retail or wholesale services for pharmaceutical, veterinary and sanitary preparations and medical supplies | | | | | | |
| CTM | FLIP FLOP SHOPS & Design (Color)  | 9451535 | 10/15/2010 | 9451535 | 3/25/2011 | 10/15/2020 |
| Class 35: Retail store and online retail services for flip flop sandals, slippers and related accessories, namely apparel, handbags and jewelry | | | | | | |
| Dominica | FLIP FLOP SHOPS & Design (Color)  | 117/2014 | 8/1/2014 | - | - | - |



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|---|---|-----------------|-------------|------------------|-------------------|-------------|
| Class 35: Retail store and online retail services for flip flop sandals, sandals, slippers, apparel, handbags, jewelry, beach balls, insulated bottle and can covers, key chains, decals, toy flying saucers, lip balm, pens, and water bottles | | | | | | |
| Dominican Republic | FLIP FLOP SHOPS & Design (Color)  | 2014-8200 | 3/21/2014 | 223027 | 8/3/2015 | 8/3/2025 |
| Class 35: Retail store and online retail services for flip flop sandals, sandals, slippers, apparel, handbags, jewelry, beach balls, insulated bottle and can covers, key chains, decals, toy flying saucers, lip balm, pens, and water bottles | | | | | | |
| Grenada | FLIP FLOP SHOPS & Design (Color)  | 201/2014 | 7/14/2014 | 785 | 1/19/2015 | 7/14/2024 |
| Class 35: Retail store and online retail services for flip flop sandals, sandals, slippers, apparel, handbags, jewelry, beach balls, insulated bottle and can covers, key chains, decals, toy flying saucers, lip balm, pens, and water bottles | | | | | | |
| India | FLIP FLOP SHOPS & Design (Color)  | 2915227 | 3/3/2015 | - | - | - |
| Class 35: Retail store and online retail services for flip flop sandals, sandals, slippers, apparel, handbags, jewelry, beach balls, insulated bottle and can covers, key chains, decals, toy flying saucers, lip balm, pens, and water bottles | | | | | | |
| Jamaica | FLIP FLOP SHOPS & Design (Color)  | 64341 | 3/14/2014 | 64341 | 4/15/2015 | 3/14/2024 |
| Class 35: Retail store and online retail services for flip flop sandals, sandals, slippers, apparel, handbags, jewelry, beach balls, insulated bottle and can covers, key chains, decals, toy flying saucers, lip balm, pens, and water bottles | | | | | | |
| Kuwait | FLIP FLOP SHOPS & Design (Color) | 142558 | 8/13/2013 | - | - | - |



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|---|---|-----------------|-------------|------------------|-------------------|-------------|
| |  | | | | | |
| Class 35: Retail store and online retail services for flip flop sandals, slippers and related accessories, namely apparel, handbags and jewelry | | | | | | |
| Mauritius | FLIP FLOP SHOPS & Design (Color)  | 2013017857 | 11/5/2013 | 16066/2014 | 4/17/2014 | 11/5/2023 |
| Class 35: Retail store and online retail services featuring flip flop sandals, slippers and related accessories, namely apparel, handbags and jewelry | | | | | | |
| Netherlands Antilles | FLIP FLOP SHOPS & Design (Color)  | D100086 | 3/1/2010 | 14641 | 3/26/2010 | 3/1/2020 |
| Class 35: Retail store and online retail services for flip flop sandals, slippers and related accessories, namely apparel, handbags and jewelry | | | | | | |
| New Zealand | FLIP FLOP SHOPS & Design (Color)  | 973928 | 3/8/2013 | 973928 | 9/10/2013 | 3/8/2023 |
| Class 35: Retail store and online retail services for flip flop sandals, slippers and related accessories, namely apparel, handbags and jewelry | | | | | | |
| Oman | FLIP FLOP SHOPS & Design (Color)  | 82470 | 8/15/2013 | 82470 | 8/25/2014 | 8/15/2023 |
| Class 35: Retail store and online retail services for flip flop sandals, slippers and related accessories, namely apparel, handbags and jewelry | | | | | | |

| Country | Trademark | Application No. | Filing Date | Registration No. | Registration Date | Renewal Due |
|---|---|-----------------|-------------|------------------|-------------------|-------------|
| Panama | FLIP FLOP SHOPS & Design (Color)  | 235986 | 10/22/2014 | - | - | - |
| Class 35: Retail store and online retail services for flip flop sandals, sandals, slippers, apparel, handbags, jewelry, beach balls, insulated bottle and can covers, key chains, decals, toy flying saucers, lip balm, pens, and water bottles | | | | | | |
| Philippines | FLIP FLOP SHOPS & Design (Color)  | 4201011468 | 10/19/2010 | 11468 | 6/2/2011 | 6/2/2021 |
| Class 35: Retail store and online retail services featuring flip flop sandals, slippers and related accessories, namely apparel, handbags and jewelry | | | | | | |
| Qatar | FLIP FLOP SHOPS & Design (Color)  | 84106 | 9/16/2013 | - | - | - |
| Class 35: Retail store and online retail services for flip flop sandals, slippers and related accessories, namely apparel, handbags and jewelry | | | | | | |
| Saudi Arabia | FLIP FLOP SHOPS & Design (Color)  | 1434000358 | 10/21/2013 | 1434000358 | 9/1/2014 | 7/5/2023 |
| Class 35: Retail store and online retail services for flip flop sandals, slippers and related accessories, namely apparel, handbags and jewelry retail store and online retail services for flip flop sandals, slippers and related accessories, namely apparel, handbags and jewelry | | | | | | |
| South Africa | FLIP FLOP SHOPS & Design (Color)  | 201331020 | 11/6/2013 | - | - | - |

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|---|---|-----------------|-------------|------------------|-------------------|-------------|
| Class 35: Retail store and online retail services for flip flop sandals, slippers and related accessories, namely apparel, handbags and jewelry | | | | | | |
| St. Kitts Nevis | FLIP FLOP SHOPS & Design (Color)  | TBD | 9/18/2014 | - | - | - |
| Class 35: Retail store and online retail services for flip flop sandals, sandals, slippers, apparel, handbags, jewelry, beach balls, insulated bottle and can covers, key chains, decals, toy flying saucers, lip balm, pens, and water bottles | | | | | | |
| St. Lucia | FLIP FLOP SHOPS & Design (Color)  | 2014/00023 0 | 8/5/2014 | - | - | - |
| Class 35: Retail store and online retail services for flip flop sandals, sandals, slippers, apparel, handbags, jewelry, beach balls, insulated bottle and can covers, key chains, decals, toy flying saucers, lip balm, pens, and water bottles | | | | | | |
| St. Vincent & Grenadines | FLIP FLOP SHOPS & Design (Color)  | 164/2014 | 7/17/2014 | - | - | - |
| Class 35: Retail store and online retail services for flip flop sandals, sandals, slippers, apparel, handbags, jewelry, beach balls, insulated bottle and can covers, key chains, decals, toy flying saucers, lip balm, pens, and water bottles | | | | | | |
| Suriname | FLIP FLOP SHOPS & Design (Color)  | 25487 | 7/29/2014 | - | - | - |
| Class 25: Clothing, footwear, headgear | | | | | | |

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|---|---|-----------------|-------------|------------------|-------------------|-------------|
| Trinidad & Tobago | FLIP FLOP SHOPS & Design (Color)  | 48033 | 3/17/2014 | - | - | - |
| Class 35: Retail store and online retail services for flip flop sandals, sandals, slippers, apparel, handbags, jewelry, beach balls, insulated bottle and can covers, key chains, decals, toy flying saucers, lip balm, pens, and water bottles | | | | | | |
| Turks & Caicos Islands | FLIP FLOP SHOPS & Design (Color)  | 17805 | 7/14/2014 | 17805 | 7/14/2014 | 7/14/2024 |
| Class 35: Retail store and online retail services for flip flop sandals, sandals, slippers, apparel, handbags, jewelry, beach balls, insulated bottle and can covers, key chains, decals, toy flying saucers, lip balm, pens, and water bottles | | | | | | |
| United Arab Emirates | FLIP FLOP SHOPS & Design (Color)  | 196683 | 8/21/2013 | - | - | - |
| Class 35: Retail store and online retail services for flip flop sandals, slippers and related accessories, namely apparel, handbags and jewelry | | | | | | |
| United States of America | FLIP FLOP SHOPS & Design (Color)  | 77/490,001 | 6/3/2008 | 3,540,298 | 12/2/2008 | 12/2/2018 |
| Class 35: Retail store services for flip flop sandals, slippers and related accessories, namely apparel, handbags and jewelry | | | | | | |

| Country | Trademark | Application No. | Filing Date | Registration No. | Registration Date | Renewal Due |
|---|---|-----------------|-------------|------------------|-------------------|-------------|
| United States of America | FLIP FLOP SHOPS & Design (Color)  | 86/642,333 | 5/28/2015 | - | - | - |
| Class 35: Online retail services featuring flip flop sandals, slippers and related accessories, namely, apparel, handbags and jewelry | | | | | | |
| United States of America | FLIP FLOP SHOPS & Design (Color)  | 77/317,256 | 10/30/2007 | 3,680,494 | 9/8/2009 | 12/23/2008 |
| Class 35: Retail store and online retail store services featuring flip flop sandals, slippers, and related accessories, namely, apparel, handbags and jewelry | | | | | | |
| United States of America | FLIP FLOP SHOPS | 85/063,043 | 6/15/2010 | 4,188,721 | 8/14/2012 | 8/14/2022 |
| Class 35: Retail store and on-line retail store services featuring beach balls, insulated bottle and can covers, key chains, decals, toy flying saucers, lip balm, pens and water bottles | | | | | | |
| United States of America | FREE YOUR TOES | 77/517,272 | 7/8/2008 | 3,615,051 | 5/5/2009 | 5/5/2019 |
| Class 35: Retail store and online retail store services featuring flip flop sandals, slippers and related accessories, namely, apparel, handbags and jewelry | | | | | | |
| United States of America | LIVE...WORK... PLAY WITH YOUR TOES EXPOSED! | 77/517,301 | 7/8/2008 | 3,586,190 | 3/10/2009 | 3/10/2019 |
| Class 35: Retail store and online retail store services featuring flip flop sandals, slippers and related accessories, namely, apparel, handbags and jewelry | | | | | | |
| United States of America | NON-VISUAL MARK (Coconut Scent) | 85/063,625 | 6/15/2010 | 4,113,191 | 3/13/2012 | 3/13/2022 |
| Class 35: Retail store services featuring sandals and flip flop sandals, and related accessories, namely, beach balls, insulated bottle and can covers, key chains, decals, tossing disc toys, lip balm, pens and water bottles | | | | | | |

| Country | Trademark | Application No. | Filing Date | Registration No. | Registration Date | Renewal Due |
|--|--|-----------------|-------------|------------------|-------------------|-------------|
| United States of America | WARM YOUR TOES | 85/183,937 | 11/23/2010 | 4,122,640 | 4/3/2012 | 4/3/2022 |
| Class 35: Retail store and on-line retail store services featuring footwear, and related accessories, namely, sunglasses, headphones, beach balls, insulated bottle and can covers, key chains, decals, toy flying saucers, lip balm, pens and water bottles | | | | | | |
| Venezuela | FLIP FLOP SHOPS & Design (Color)  | 3348/2014 | 3/21/2014 | - | - | - |
| Class 35: (Local Class 50) Retail store and online retail services for flip flop sandals, sandals, slippers, apparel, handbags, jewelry, beach balls, insulated bottle and can covers, key chains, decals, toy flying saucers, lip balm, pens, and water bottles | | | | | | |
| Zimbabwe | FLIP FLOP SHOPS & Design (Color)  | 139913 | 11/11/2013 | - | - | - |
| Class 35: Retail store and online retail services for flip flop sandals, slippers and related accessories, namely apparel, handbags and jewelry | | | | | | |