

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Notice of Change of Administrative Agent - Assignment of Security Interest in Trademarks

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Lehman Commercial Paper Inc.		02/24/2010	CORPORATION: NEW YORK

**RECEIVING PARTY DATA**

<b>Name:</b>	Barclays Bank PLC, as Administrative Agent
<b>Street Address:</b>	745 Seventh Avenue
<b>City:</b>	New York
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	10019
<b>Entity Type:</b>	public liability company: UNITED KINGDOM

**PROPERTY NUMBERS Total: 193**

Property Type	Number	Word Mark
Registration Number:	2897591	GROWING UP WITH WAVERLY
Registration Number:	0128949	WAVERLY
Registration Number:	0709694	WAVERLY
Registration Number:	1756996	WAVERLY
Registration Number:	2011559	WAVERLY
Registration Number:	2222219	WAVERLY
Registration Number:	2231912	WAVERLY
Registration Number:	2340120	WAVERLY
Registration Number:	2321116	WAVERLY
Registration Number:	2345746	WAVERLY
Registration Number:	2410843	WAVERLY
Registration Number:	2445276	WAVERLY
Registration Number:	2456473	WAVERLY
Registration Number:	2908925	WAVERLY

CH \$4840.00 2897591

**900160800**

**TRADEMARK  
 REEL: 004194 FRAME: 0911**

Registration Number:	1663475	WAVERLY DESIGNER SERIES
Registration Number:	1622593	GRAMERCY
Registration Number:	2485318	GRAMERCY
Registration Number:	2410841	GRAMERCY
Registration Number:	1576438	VILLAGE
Registration Number:	2410842	VILLAGE
Registration Number:	1657457	VILLAGE
Registration Number:	3111503	G
Registration Number:	2616366	GARDEN ROOM
Registration Number:	2778861	GARDEN ROOM
Registration Number:	2376153	SUN 'N SHADE
Registration Number:	1657462	W DS
Registration Number:	1250445	DANCE FRANCE
Registration Number:	1297710	DANCE FRANCE
Registration Number:	2017878	DANSKIN
Registration Number:	0859730	DANSKIN
Registration Number:	0772356	DANSKIN
Registration Number:	3410312	DANSKIN NOW
Registration Number:	3088609	DANSKIN NOW
Registration Number:	2994891	DANSKIN NOW
Registration Number:	3088610	DANSKIN NOW
Registration Number:	2052400	DANSKIN PLUS
Registration Number:	1210609	DANSKIN
Registration Number:	1194476	DANSKIN
Registration Number:	1313524	FREESTYLE
Registration Number:	3412652	
Registration Number:	3101838	
Registration Number:	2992283	
Registration Number:	3154882	
Registration Number:	1248430	
Registration Number:	3419790	NOW
Serial Number:	78443694	NOW
Serial Number:	78443695	NOW
Registration Number:	3419791	NOW
Registration Number:	3007571	ROCA WEAR

Registration Number:	2681721	ROCAWEAR
Registration Number:	2434124	ROCAWEAR
Registration Number:	2933532	ROCA WEAR
Registration Number:	2780202	ROCAWEAR
Registration Number:	2781618	RW
Registration Number:	2914980	R
Registration Number:	3216113	ROCA WEAR RW
Registration Number:	2977920	TR TEAM ROC
Registration Number:	3012787	ROCA RW WEAR
Registration Number:	3233986	ROCA RW WEAR
Registration Number:	3060218	ROC
Registration Number:	3170436	R
Registration Number:	3337647	R
Registration Number:	3288813	R
Registration Number:	3288814	R
Serial Number:	78807854	BELLA ROC
Registration Number:	3180987	WE RUN THE STRIP
Registration Number:	3393326	R
Registration Number:	3309787	ROCAWEAR
Registration Number:	3393323	ROCAWEAR
Registration Number:	3309791	ROCAWEAR
Registration Number:	3220358	TEAM ROC
Registration Number:	3537673	ROCA RW WEAR
Registration Number:	3327806	SLEEP RW SEXY
Registration Number:	3223734	72
Registration Number:	2882299	OCEAN PACIFIC
Registration Number:	2846294	OCEAN PACIFIC
Registration Number:	1050102	OCEAN PACIFIC
Registration Number:	1382503	OCEAN PACIFIC
Registration Number:	1641210	OCEAN PACIFIC
Serial Number:	78816302	OCEAN PACIFIC
Registration Number:	3021594	OCEAN PACIFIC
Registration Number:	2891591	OCEAN PACIFIC
Registration Number:	2854837	OP
Registration Number:	2870088	OP

Registration Number:	2856406	OP
Registration Number:	2782561	OP
Registration Number:	1639594	OP
Registration Number:	2742962	OP
Registration Number:	2748118	OP
Registration Number:	3021595	OP
Serial Number:	78816338	OP
Registration Number:	1293032	OP
Registration Number:	1309084	OP
Registration Number:	2451493	OP
Registration Number:	2276519	OP
Registration Number:	2902232	OP BLEND
Registration Number:	2778299	OP
Registration Number:	1594622	OP PRO
Registration Number:	1639812	OP PRO
Registration Number:	2276701	OP SPORT
Registration Number:	1554800	ORIGINAL WAVE
Registration Number:	2976781	SEVEN2
Serial Number:	78729290	STARTER
Registration Number:	3687595	STARTER
Serial Number:	78729294	S STARTER
Registration Number:	3373419	STARTER O-FLEX
Registration Number:	2925661	TEAM STARTER
Registration Number:	2772525	S STARTER
Registration Number:	2772523	STARTER
Registration Number:	2971216	STARTER
Registration Number:	2948513	STARTER S
Registration Number:	2851160	STARTER
Registration Number:	2847787	S STARTER
Registration Number:	3405885	STARTER
Registration Number:	2553955	S
Registration Number:	2772524	S
Registration Number:	2851159	S
Registration Number:	2105473	S STARTER
Registration Number:	2070084	S STARTER

Registration Number:	2041401	STARTER
Registration Number:	1896998	STARTER
Registration Number:	3036990	S STARTER
Registration Number:	1508324	STARTER
Registration Number:	1175308	STARTER
Registration Number:	1478788	STARTER S
Registration Number:	1210630	S
Registration Number:	1614937	S
Registration Number:	2948512	S
Registration Number:	2989907	STARTER
Registration Number:	2179091	S STARTER
Registration Number:	2691476	DRI-STAR
Registration Number:	3004771	STAR-GUARD
Registration Number:	3002455	STAR FLEX
Registration Number:	2977850	
Registration Number:	2960844	THERMA-STAR
Registration Number:	3414481	STARTER
Registration Number:	2949394	A S
Registration Number:	3018828	RUGGED TERRAIN STARTER
Registration Number:	2772396	BEYOND BIG
Serial Number:	77038172	CANNON
Registration Number:	0729513	CANNON
Registration Number:	1127537	CANNON
Registration Number:	1556899	CANNON
Registration Number:	0729514	CANNON
Registration Number:	0147948	CANNON
Registration Number:	1126849	CANNON
Registration Number:	1127538	
Registration Number:	1559064	
Registration Number:	3234081	CANNON TRADE MARK U.S.A. 1887
Serial Number:	78817457	CHARISMA
Registration Number:	2625436	CHARISMA
Registration Number:	1562233	CHARISMA
Registration Number:	1124948	CHARISMA
Registration Number:	1127563	CHARISMA

Serial Number:	77112074	CHARISMA BABY
Registration Number:	2832341	CHARISMA SELECT
Registration Number:	0876628	DURALITE
Registration Number:	1210555	EMPRESS
Registration Number:	0721079	FASHION WEAVERS
Registration Number:	3195276	FIELDCREST
Registration Number:	0436239	FIELDCREST
Registration Number:	0738716	GOLD LABEL
Registration Number:	1787512	GREAT SHAPES
Registration Number:	0754269	IMPERIAL COLLECTION
Registration Number:	0867967	MONTICELLO
Registration Number:	1101534	PADABOUT
Registration Number:	1565984	REGENCY BY GLOBE
Registration Number:	1204590	ROYAL CLASSIC
Registration Number:	1194734	ROYAL FAMILY
Registration Number:	1120559	ROYAL FAMILY
Registration Number:	1245338	ROYAL TOUCH
Registration Number:	3658483	ROYAL VELVET
Serial Number:	78952483	ROYAL VELVET BIG & SOFT
Registration Number:	1582620	SANTA CRUZ
Registration Number:	1176281	SLEEPWELL
Registration Number:	0748703	ST. MARYS
Registration Number:	0747914	ST. MARYS
Registration Number:	1586835	SUPREME TOUCH
Serial Number:	78910967	TOUCH OF CLASS
Registration Number:	1598672	VELTRA
Registration Number:	2754045	WIDE SIDE
Registration Number:	2897666	WIDE SIDE
Registration Number:	1611314	M
Registration Number:	2903572	MOSS
Registration Number:	1746343	MOSSIMO
Registration Number:	2051272	MOSSIMO
Registration Number:	1551068	MOSSIMO
Registration Number:	2201308	MOSSIMO
Registration Number:	2329496	MOSSIMO

Registration Number:	2341551	MOSSIMO
Registration Number:	2053214	MOSSIMO
Serial Number:	77114028	MOSSIMO SUPPLY CO.
Registration Number:	3387847	MOSSIMO SUPPLY CO.

**CORRESPONDENCE DATA**

Fax Number: (215)832-5347  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 215-569-5347  
Email: aria@blankrome.com  
Correspondent Name: Zachary A. Aria  
Address Line 1: Blank Rome LLP  
Address Line 2: One Logan Square - 8th Floor  
Address Line 4: Philadelphia, PENNSYLVANIA 19103-6998

ATTORNEY DOCKET NUMBER:	521949-00116
NAME OF SUBMITTER:	Zachary A. Aria
Signature:	/Zachary A. Aria/
Date:	04/28/2010

**Total Attachments: 11**

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**NOTICE OF CHANGE OF ADMINISTRATIVE AGENT -  
ASSIGNMENT OF SECURITY INTEREST IN TRADEMARKS**

WHEREAS, Studio IP Holdings, LLC, a Delaware limited liability company, OP Holdings LLC, a Delaware limited liability company, Official-Pillowtex LLC, a Delaware limited liability company and Mossimo Holdings LLC, a Delaware limited liability company (collectively, "Grantors"), own all right, title and interest in and to the trademark registrations and applications listed in Schedule A hereto (the "Trademarks");

WHEREAS, pursuant to the Amended and Restated Credit Agreement dated as of May 2, 2007 (as amended, supplemented or otherwise modified from time to time, the "Credit Agreement"), among Iconix Brand Group, Inc. a Delaware corporation ("Borrower"), the several banks and other financial institutions or entities from time to time parties thereto, Lehman Brothers Inc., and Lehman Commercial Paper Inc., a New York corporation, with an address at 745 Seventh Avenue, New York, NY 10019, as Administrative Agent for the Lenders, the Lenders have severally agreed to make Loans and other extensions of credit to the Borrower upon the terms and subject to the conditions set forth therein;

WHEREAS, in connection with the Credit Agreement, the Borrower and certain of its subsidiaries, including the Grantors, had executed and delivered a Guarantee and Collateral Agreement, dated as of March 30, 2007, in favor of Lehman Commercial Paper Inc., as Administrative Agent (together with all amendments and modifications, if any, from time to time thereafter made thereto, the "Guarantee and Collateral Agreement");

WHEREAS, pursuant to the Guarantee and Collateral Agreement, the Grantors pledged and granted to Lehman Commercial Paper Inc., as Administrative Agent for the Lenders, a continuing security interest in all Intellectual Property, including the Trademarks, on terms and conditions set out in the Guarantee and Collateral Agreement;

WHEREAS, the security interest in the Trademarks granted to Lehman Commercial Paper Inc. was recorded in the United States Patent and Trademark Office at Reel 3526 Frame 0098 on April 20, 2007; Reel 3526 Frame 0072 on April 20, 2007; Reel 3678 Frame 0050 on December 14, 2007; Reel 3678 Frame 0174 on December 14, 2007; Reel 3689 Frame 0111 on January 3, 2008; and Reel 3872 Frame 0580 on October 20, 2008; and

WHEREAS, Borrower and each Grantor have entered into an Amendment, Resignation, Waiver, Consent and Appointment Agreement dated as of February 24, 2010 (as amended or otherwise modified from time to time, the "Amendment Agreement") whereby Lehman Commercial Paper Inc. resigned as Administrative Agent and was replaced by Barclays Bank PLC, a public liability company with an address at 745 Seventh



Avenue, New York, NY 10019, as successor Administrative Agent for the Lenders under the Credit Agreement, the Guarantee and Collateral Agreement and other Loan Documents;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each party, the parties hereby agree and confirm that:

1. Lehman Commercial Paper Inc. has ceased to be the Administrative Agent for the Lenders under the Credit Agreement, the Guarantee and Collateral Agreement and other Loan Documents; and
2. Barclays Bank PLC is now the Administrative Agent for the Lenders under the Credit Agreement, the Guarantee and Collateral Agreement and other Loan Documents.

All other terms and conditions are more fully set out in the Amendment Agreement. Unless otherwise defined herein or the context otherwise requires, the terms used in this agreement shall have the meanings provided or provided by reference in the Amendment Agreement or other Loan Documents.

IN WITNESS WHEREOF, the parties hereto have caused this agreement to be duly executed and delivered by their respective officers thereunto duly authorized as of February 24, 2010.

BARCLAYS BANK PLC,  
as successor Administrative Agent

By: \_\_\_\_\_  
Name:  
Title:

LEHMAN COMMERCIAL PAPER INC.,  
as existing Administrative Agent

By: \_\_\_\_\_  
Name:  
Title:

AGREED AND ACKNOWLEDGED:

STUDIO IP HOLDINGS, LLC  
OP HOLDINGS LLC  
OFFICIAL-PILLOWTEX LLC  
MOSSIMO HOLDINGS LLC

By: Andrew R. Thomas  
Name: ANDREW R. THOMAS  
Title: AUTHORIZED SIGNATORY

IN WITNESS WHEREOF, the parties hereto have caused this agreement to be duly executed and delivered by their respective officers thereunto duly authorized as of February 24, 2010.

BARCLAYS BANK PLC,  
as successor Administrative Agent

By:   
Name: \_\_\_\_\_  
Title: **Ritam Bhalla**  
**Vice President**

LEHMAN COMMERCIAL PAPER INC.,  
as existing Administrative Agent

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

AGREED AND ACKNOWLEDGED:

STUDIO IP HOLDINGS, LLC  
OP HOLDINGS LLC  
OFFICIAL-PILLOWTEX LLC


By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

IN WITNESS WHEREOF, the parties hereto have caused this agreement to be duly executed and delivered by their respective officers thereunto duly authorized as of February 24, 2010.

BARCLAYS BANK PLC,  
as successor Administrative Agent

By: \_\_\_\_\_  
Name:  
Title:

LEHMAN COMMERCIAL PAPER INC.,  
as existing Administrative Agent

By:   
Name: **Roopali Hall**  
Title: **Authorized Signatory**

AGREED AND ACKNOWLEDGED:

STUDIO IP HOLDINGS, LLC  
OFFICIAL-PILLOWTEX LLC

By: \_\_\_\_\_  
Name:  
Title:

**SCHEDULE A**

**TRADEMARKS REGISTRATIONS AND APPLICATIONS**

<b>TITLE</b>	<b>APP. NO./ REG. NO.</b>
GROWING UP WITH WAVERLY	2,897,591
WAVERLY	128,949
WAVERLY	709,694
WAVERLY	1,756,996
WAVERLY	2,011,559
WAVERLY	2,222,219
WAVERLY	2,231,912
WAVERLY	2,340,120
WAVERLY	2,321,116
WAVERLY	2,345,746
WAVERLY	2,410,843
WAVERLY	2,445,276
WAVERLY	2,456,473
WAVERLY	2,908,925
WAVERLY DESIGNER SERIES	1,663,475
GRAMERCY	1,622,593
GRAMERCY	2,485,318
GRAMERCY	2,410,841
VILLAGE	1,576,438
VILLAGE	2,410,842
VILLAGE & DESIGN	1,657,457
G + DESIGN	3,111,503
GARDEN ROOM	2,616,366
GARDEN ROOM	2,778,861
SUN 'N SHADE	2,376,153
WDS (stylized)	1,657,462
DANCE FRANCE	1,250,445
DANCE FRANCE (Stylized)	1,297,710
DANSKIN	2,017,878
DANSKIN	859,730
DANSKIN	772,356
DANSKIN NOW	3,410,312
DANSKIN NOW	3,088,609

<b>TITLE</b>	<b>APP. NO./ REG. NO.</b>
DANSKIN NOW	2,994,891
DANSKIN NOW	3,088,610
DANSKIN PLUS	2,052,400
DANSKIN Plus Motion Girl Design	1,210,609
DANSKIN Plus Motion Girl Design	1,194,476
FREESTYLE	1,313,524
Mojo Girl Design	3,412,652
Mojo Girl Design	3,101,838
Mojo Girl Design	2,992,283
Mojo Girl Design	3,154,882
Motion Girl Design	1,248,430
NOW	3,419,790
NOW	78/443,694
NOW	78/443,695
NOW	3,419,791
ROCAWEAR plus Design	3,007,571
ROCAWEAR	2,681,721
ROCAWEAR	2,434,124
ROCAWEAR plus Design	2,933,532
ROCAWEAR plus Design	2,780,202
RW Flame Design	2,781,618
R Stitch Design	2,914,980
Rocawear plus RW Design	3,216,113
Team Roc plus Design	2,977,920
Rocawear plus RW Design	3,012,787
Rocawear plus RW Design	3,233,986
ROC	3,060,218
R Shield Design	3,170,436
R Knit Design	3,337,647
R Stylized (Left)	3,288,813
R Stylized (Right)	3,288,814
Bella Roc	78/807,854

<b>TITLE</b>	<b>APP. NO./ REG. NO.</b>
We Run The Strip	3,180,987
R Rope Design	3,393,326
Rocawear plus Skull & Bones	3,309,787
Rocawear plus Skull & Bones	3,393,323
Rocawear plus Skull & Bones	3,309,791
TEAM ROC	3,220,358
Rocawear plus RW Design	3,537,673
SLEEP RW SEXY	3,327,806
72 AND DESIGN	3,223,734
OCEAN PACIFIC	2,882,299
OCEAN PACIFIC	2,846,294
OCEAN PACIFIC	1,050,102
OCEAN PACIFIC	1,382,503
OCEAN PACIFIC	1,641,210
OCEAN PACIFIC	78/816,302
OCEAN PACIFIC	3,021,594
OCEAN PACIFIC	2,891,591
OP	2,854,837
OP	2,870,088
OP	2,856,406
OP	2,782,561
OP	1,639,594
OP	2,742,962
OP	2,748,118
OP	3,021,595
OP	78/816,338
OP (stylized)	1,293,032
OP (stylized)	1,309,084
OP (stylized)	2,451,493
OP (stylized)	2,276,519
OP BLEND	2,902,232
OP DESIGN	2,778,299
OP PRO	1,594,622
OP PRO	1,639,812
OP SPORT	2,276,701

<b>TITLE</b>	<b>APP. NO./ REG. NO.</b>
ORIGINAL WAVE	1,554,800
SEVEN2	2,976,781
STARTER	78/729,290
STARTER	3,687,595
S STARTER AND DESIGN	78/729,294
STARTER O-FLEX	3,373,419
TEAM STARTER	2,925,661
S STARTER AND DESIGN	2,772,525
STARTER	2,772,523
STARTER	2,971,216
STARTER S AND DESIGN	2,948,513
STARTER	2,851,160
S STARTER AND DESIGN	2,847,787
STARTER	3,405,885
S AND DESIGN	2,553,955
S AND DESIGN	2,772,524
S AND DESIGN	2,851,159
S STARTER AND DESIGN	2,105,473
S STARTER AND DESIGN	2,070,084
STARTER	2,041,401
STARTER	1,896,998
S STARTER AND DESIGN	3,036,990
STARTER	1,508,324
STARTER	1,175,308
STARTER S AND DESIGN	1,478,788
S AND DESIGN	1,210,630
S AND DESIGN	1,614,937
S AND DESIGN	2,948,512
STARTER	2,989,907
STARTER DESIGN	2,179,091
DRI-STAR	2,691,476
STAR-GUARD	3,004,771
STAR FLEX	3,002,455
LOGO DESIGN	2,977,850
THERMA-STAR	2,960,844
STARTER	3,414,481
A S AND DESIGN	2,949,394
RUGGED TERRAIN STARTER AND DESIGN	3,018,828



<b>TITLE</b>	<b>APP. NO./ REG. NO.</b>
BEYOND BIG	2,772,396
CANNON	77/038,172
CANNON	729,513
CANNON	1,127,537
CANNON	1,556,899
CANNON & Device	729,514
CANNON & Device	147,948
CANNON & Device	1,126,849
Cannon Design	1,127,538
Cannon Design	1,559,064
CANNON TRADE MARK U.S.A. 1887 & Design	3,234,081
CHARISMA	78/817,457
CHARISMA	2,625,436
CHARISMA	1,562,233
CHARISMA	1,124,948
CHARISMA	1,127,563
CHARISMA BABY	77/112,074
CHARISMA SELECT	2,832,341
DURALITE	876,628
EMPRESS	1,210,555
FASHION WEAVERS (Stylized)	721,079
FIELDCREST	3,195,276
FIELDCREST (Stylized)	436,239
GOLD LABEL	738,716
GREAT SHAPES	1,787,512
IMPERIAL COLLECTION	754,269
MONTICELLO	867,967
PADABOUT & Design	1,101,534
REGENCY BY GLOBE (Stylized)	1,565,984

<b>TITLE</b>	<b>APP. NO./ REG. NO.</b>
ROYAL CLASSIC	1,204,590
ROYAL FAMILY	1,194,734
ROYAL FAMILY	1,120,559
ROYAL TOUCH	1,245,338
ROYAL VELVET	3,658,483
ROYAL VELVET BIG & SOFT	78/952,483
SANTZ CRUZ	1,582,620
SLEEPWELL	1,176,281
ST. MARYS	748,703
ST. MARYS	747,914
SUPREME TOUCH	1,586,835
TOUCH OF CLASS	78/910,967
VELTRA	1,598,672
WIDE SIDE	2,754,045
WIDE SIDE	2,897,666
M IN A BOX DESIGN	1,611,314
MOSS	2,903,572
MOSSIMO (Block)	1,746,343
MOSSIMO (Block)	2,051,272
MOSSIMO (Block)	1,551,068
MOSSIMO (Stylized)	2,201,308
MOSSIMO (Stylized)	2,329,496
MOSSIMO (Stylized)	2,341,551
MOSSIMO (Stylized)	2,053,214
MOSSIMO SUPPLY CO.	77/114,028
MOSSIMO SUPPLY CO.	3,387,847