

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:		NEW ASSIGNMENT	
NATURE OF CONVEYANCE:		ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL	
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Rwachsberg Holdings Inc.		01/26/2011	CORPORATION: CANADA
RECEIVING PARTY DATA			
Name:	MG Icon LLC		
Street Address:	1450 Broadway		
Internal Address:	3rd Floor		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10018		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3797626	GROUNDED IN QUALITY	
CORRESPONDENCE DATA			
Fax Number:	(212)391-2057		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Email:	atarshis@iconixbrand.com		
Correspondent Name:	Iconix Brand Group, Inc.		
Address Line 1:	1450 Broadway		
Address Line 2:	3rd Floor		
Address Line 4:	New York, NEW YORK 10018		
NAME OF SUBMITTER:	Andrew R. Tarshis		
Signature:	/atarshis/		
Date:	02/02/2011		
Total Attachments: 1			

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 REEL: 004465 FRAME: 0739**

EXHIBIT A

TRADEMARK ASSIGNMENT

WHEREAS, Rwachsberg Holdings Inc., a Canadian company with a place of business at 20 Graniteridge Road, Concord L4k 5M8, Canada, hereinafter referred to as the "Assignor," owns United States Trademark Registration No. 3,797,628 for the mark MATERIAL GIRLS for goods in Classes 3 and 5, and

WHEREAS, MG Icon LLC, a Delaware limited liability company located and doing business at 1450 Broadway, New York, NY 10018, hereinafter referred to as the "Assignee," is desirous of acquiring the trademark, the goodwill of the business associated with said trademark and the registration therefor;

NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged by said Assignor, said Assignor, does hereby sell, transfer, convey and assign unto the said Assignee, its successors, and assigns, all right, title and interest in and to the trademark MATERIAL GIRLS that it owns in the United States and its territories, including Registration No. 3,797,626, together with the goodwill of the business in connection with which the said trademark is used.

IN WITNESS WHEREOF, the Assignor has caused this document to be executed
this 26th day of January, 2011.

Rwachsberg Holdings Inc.

By: _____

Name: Richard Wachberg

Title: A.S.O.