

2. Continuation of Name and Address of Receiving Parties

Israel Discount Bank of New York
511 Fifth Avenue
New York, New York 10017
USA

Entity Type: Bank

Citizenship: New York

SCHEDULE A
TO
RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

<u>Trademark</u>	<u>Registration Date</u>	<u>Registration Number</u>	<u>Country</u>
Members Only	February 28, 1978	1086489	United States
Members Only	December 31, 1985	1376674	United States
Members Only	February 8, 2011	3915373	United States

TRADEMARK GRANT OF SECURITY

WHEREAS, JR APPAREL WORLD LLC, a limited liability company formed under the laws of New York, located at 205 West 39th Street, New York, New York 10018 (the "Company"), has acquired the marks shown in the attached Schedule 1 (the "Marks"), for which registration assignments have been or will be filed in the United States Patent and Trademark Office; and

WHEREAS, the Company is obligated to MEMBERS ONLY LICENSING GROUP LLC ("MOLG") and ISRAEL DISCOUNT BANK OF NEW YORK ("IDB"), pursuant to a certain Note, dated December 30, 2011 (the "Note"); and

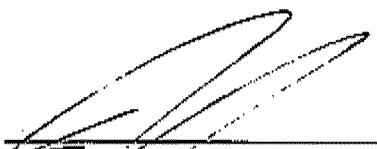
WHEREAS, pursuant to a certain Trademark Collateral Security Agreement, the Company is granting MOLG and IDB a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Company does hereby grant to MOLG and IDB a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which security interest shall secure all the obligations under the Note and in accordance with the terms and provisions thereof.

The Company expressly acknowledges and affirms that the rights and remedies of MOLG and IDB with respect to the security interest granted hereby are more fully set forth in the Trademark Collateral Security Agreement.


Dated: New York, New York
December 30, 2011

Witness:



Joseph B. Fiorenza

JR APPAREL WORLD LLC

By: 

Name: Ron Malhotra
Title: Manager

STATE OF NEW YORK)
 Tegey)
)ss:)
COUNTY OF NEW YORK)

On the th30 day of December 2011, before me, the undersigned, a notary public in and for said state, personally appeared Ron Malhotra, 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 she executed the same in her capacity, and that by her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

Mary Middleton
Notary Public
My Commission Expires: _____
MAYRA MIDDLETON
NOTARY PUBLIC OF NEW JERSEY
COMMISSION EXP. DATE: 8/26/20 12
HUDSON COUNTY
COMMISSION NUMBER: 2292300

STATE OF NEW YORK)
)ss:)
COUNTY OF NEW YORK)

On the ___ day of December 2011, before me, the undersigned, a notary public in and for said state, personally appeared _____, 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 she executed the same in her capacity, and that by her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

Notary Public
My Commission Expires:

SCHEDULE 1

<u>Trademark</u>	<u>Registration Date</u>	<u>Registration Number</u>	<u>Country</u>
Members Only	February 28, 1978	1086489	United States
Members Only	December 31, 1985	1376674	United States
Members Only	February 8, 2011	3915373	United States
Members Only	February 13, 1981	TMA255907	Canada
Members Only	December 5, 1986	TMA321276	Canada

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