Form PTU-1594 (Rev. 06/04) OMB Collection 0651-0027 (ex p. 6/30/2005	U.S. DEPARTMENT OF COMMERC United States Patent and Trademark Offi			
RECORDATION	FORM COVER SHEET			
TRADEMARKS ONLY				
Name of conveying party(ies)/Execution Date(s):	ase record the attached documents or the new address(es) below.			
JR Apparel World LLC	Name and address of receiving party(les) Additional names, addresses, or citizenship attached? Yes			
	Name: Members Only Licensing Group, LLC			
☐ Individual(s) ☐ Association ☐ General Partnership ☐ Limited Partnership	Internal Address: Crossroads Corporate Center - Suite1200 Street Address: One International Blvd.			
☐Corporation-State	City: Mahwah			
⊠Other: limited liability company	State:New Jersey			
Citizenship (see guidelines) New York Execution Date(s) December 30, 2011	Country: <u>USA</u> Zip: <u>07495-0027</u>			
Additional names of conveying parties attached? □Yes ☒ No	Association Citizenship			
3. Nature of conveyance:	General Partnership Citizenship			
☐ Assignment ☐ Merger	☐ Umited Partnership Citizenship			
☐ Security Agreement ☐ Change of Name	☐ Corporation Citizenship			
☑ Other <u>Trademark Grant of Security</u>	☐ Other limited ☐ Citizenship New York I liability company If assignee is not domicited in the United States, a domestic representative designation is attached. ☐ Yes ☐ No (Designations must be a separate document from assignment)			
4. Application number(s) or registration number(s) and ident	ification or description of the Trademark.			
A. Trademark Application No.(s) SEE SCHEDULE A ANNEXED HERETO	B. Trademark Registration No.(s) SEE SCHEDULE A ANNEXED HERETO			
	Additional sheet(s) attached?			
C. Identification or Description of Trademark(s) (and Filing Date if SEE SCHEDULE A ANNEXED HERETO				
5. Name address of party to whom correspondence concerning document should be mailed: Name: CT Lien Solutions	6. Total number of applications and registrations involved:			
Internal Address: Attn: Susan O'Brien	7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$90.00 Authorized to be charged by credit card			
Street Address: 187 Wolf Road, Suite 101	Authorized to be charged to deposit account			
City: Albany	☐ Enclosed 8. Payment Information:			
State: <u>NY</u> Zip: <u>12205</u>	a. Credit Card Last 4 Numbers 1040			
Phone Number: <u>800-342-3676</u>	Expiration Date 10/13			
Fax Number: <u>800-962-7049</u>	b. Deposit Account Number			
Email Address; cis-udsalbany@wolterskluwer.com	Authorized User Name:			
9. Signature: Signature	4/20/12			
Evan A. Pilchik Name of Person Signing	Date Total number of pages including cover sheet, attachments, and document.			

Documents to be recorded (including cover sheet) should be faxed to (703) 306-6995, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

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

2053081.1

SCHEDULE A

TO

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

<u>Trademark</u>	Registration Date	Registration Number	Country
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:

JR APPAREL WORLD LLC

Name: Ron Malhotra

Title: Manager

STATE OF NEW YORK) Bergen)ss: COUNTY OF NEW YORK)	
said state, personally appeared Kon Ma/hore the basis of satisfactory evidence to be the indinstrument and acknowledged to me that she ex	e me, the undersigned, a notary public in and for , personally known to me or proved to me on ividual whose name is subscribed to the within ccuted the same in her capacity, and that by her the person upon behalf of which the individual
	Notary Public Notary Public NOTARY PUBLIC OF NEW JERSE My Commission Expanding for Exp Date: 8/28/20 HUDSON COUNTY COMMISSION NUMBER: 2292300
STATE OF NEW YORK))ss: COUNTY OF NEW YORK)	
said state, personally appeared the basis of satisfactory evidence to be the indinstrument and acknowledged to me that she ex	e me, the undersigned, a notary public in and for, personally known to me or proved to me on ividual whose name is subscribed to the within ecuted the same in her capacity, and that by her the person upon behalf of which the individual
	Notary Public My Commission Expires:

SCHEDULE 1

Trademark	Registration Date	Registration Number	Country
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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TRADEMARK REEL: 004764 FRAME: 0959

RECORDED: 04/23/2012