

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

|                              |                          |
|------------------------------|--------------------------|
| <b>SUBMISSION TYPE:</b>      | NEW ASSIGNMENT           |
| <b>NATURE OF CONVEYANCE:</b> | RELEASE BY SECURED PARTY |

**CONVEYING PARTY DATA**

| Name                      | Formerly | Execution Date | Entity Type                         |
|---------------------------|----------|----------------|-------------------------------------|
| Sun Kellwood Finance, LLC |          | 12/31/2012     | LIMITED LIABILITY COMPANY: DELAWARE |

**RECEIVING PARTY DATA**

|                        |                       |
|------------------------|-----------------------|
| <b>Name:</b>           | Kellwood Company      |
| <b>Street Address:</b> | 600 Kellwood Parkway  |
| <b>City:</b>           | Chesterfield          |
| <b>State/Country:</b>  | MISSOURI              |
| <b>Postal Code:</b>    | 63017                 |
| <b>Entity Type:</b>    | CORPORATION: DELAWARE |

|                        |                                     |
|------------------------|-------------------------------------|
| <b>Name:</b>           | Phat Fashions, LLC                  |
| <b>Street Address:</b> | 512 Seventh Avenue                  |
| <b>City:</b>           | New York                            |
| <b>State/Country:</b>  | NEW YORK                            |
| <b>Postal Code:</b>    | 10018                               |
| <b>Entity Type:</b>    | LIMITED LIABILITY COMPANY: NEW YORK |

**PROPERTY NUMBERS Total: 46**

| Property Type        | Number  | Word Mark |
|----------------------|---------|-----------|
| Registration Number: | 3735330 |           |
| Registration Number: | 3759361 |           |
| Registration Number: | 3624700 |           |
| Registration Number: | 3233844 |           |
| Registration Number: | 3240184 |           |
| Registration Number: | 2440358 |           |
| Registration Number: | 2538563 |           |
| Registration Number: | 3037296 |           |

CH \$1165.00 3735330

|                      |         |                          |
|----------------------|---------|--------------------------|
| Registration Number: | 3613885 | BABY PHAT                |
| Registration Number: | 3701862 | BABY PHAT                |
| Registration Number: | 3591599 | BABY PHAT                |
| Registration Number: | 3181285 | BABY PHAT                |
| Registration Number: | 3220372 | BABY PHAT                |
| Registration Number: | 3386191 | BABY PHAT                |
| Registration Number: | 2240881 | BABY PHAT                |
| Registration Number: | 2538494 | BABY PHAT                |
| Registration Number: | 2736998 | BABY PHAT                |
| Registration Number: | 2811059 | BABY PHAT                |
| Registration Number: | 3004138 | BABY PHAT                |
| Registration Number: | 3051588 | BABY PHAT                |
| Registration Number: | 3060441 | BABY PHAT                |
| Registration Number: | 3000181 | BABY PHAT                |
| Registration Number: | 3743384 | BABY PHAT                |
| Registration Number: | 3723824 | BABY PHAT                |
| Registration Number: | 3600115 | BABY PHAT                |
| Registration Number: | 2303780 | BABY PHAT                |
| Registration Number: | 3004685 | BABY PHAT                |
| Registration Number: | 3759401 | BABY PHAT                |
| Registration Number: | 3753329 | HILLCREST LABORATORIES   |
| Registration Number: | 3723825 | BABY PHAT                |
| Registration Number: | 3551930 | BABY PHAT                |
| Registration Number: | 3109678 | BABY PHAT                |
| Registration Number: | 2429559 | BABY PHAT                |
| Registration Number: | 2541251 | BABY PHAT                |
| Registration Number: | 2881224 | BABY PHAT                |
| Registration Number: | 3000182 | BABY PHAT                |
| Registration Number: | 3006170 | BABY PHAT                |
| Registration Number: | 3149054 | BABY PHAT GIRLZ          |
| Registration Number: | 2557269 | BABY PHAT GIRLZ          |
| Registration Number: | 2867090 | BABY PHAT GIRLZ          |
| Registration Number: | 3512917 | BABY PHAT GODDESS        |
| Registration Number: | 3512918 | BABY PHAT GODDESS        |
| Registration Number: | 3366942 | BABY PHAT GOLDEN GODDESS |

|                      |         |                             |
|----------------------|---------|-----------------------------|
|                      | 3374112 | BABY PHAT GOLDEN GODDESS    |
| Registration Number: | 3860529 | BABY PHAT SEDUCTIVE GODDESS |
| Registration Number: | 2372748 | PHAT                        |

**CORRESPONDENCE DATA**

Fax Number: 2129830772  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

Phone: 212-986-1200  
 Email: wcox@gordonherlands.com  
 Correspondent Name: William H. Cox  
 Address Line 1: 355 Lexington Avenue  
 Address Line 2: Gordon, Herlands, Randolph & Cox LLP  
 Address Line 4: New York, NEW YORK 10017

|                         |                   |
|-------------------------|-------------------|
| ATTORNEY DOCKET NUMBER: | 4875.10           |
| NAME OF SUBMITTER:      | Peter J. Vranum   |
| Signature:              | /peter j. vranum/ |
| Date:                   | 03/29/2013        |

Total Attachments: 7  
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RELEASE OF SECURITY INTEREST IN TRADEMARKS

THIS RELEASE OF SECURITY INTEREST IN TRADEMARKS is made as of this 31st day of December, 2012, by, Sun Kellwood Finance, LLC, a Delaware limited liability company, as Agent ("Sun"), in favor of KELLWOOD COMPANY, a Delaware corporation and PHAT FASHIONS LLC, a New York limited liability company (collectively the "Companies").

FOR GOOD AND VALUABLE CONSIDERATION, the receipt and adequacy of which are hereby acknowledged, Sun hereby unconditionally and expressly releases, terminates, and extinguishes its continuing security interest and any and all of its right, title and interest in and to, and any and all liens and security interests it may have upon the trademarks listed on Schedule I attached hereto and made a part hereof, all goodwill of the business connected with the use of, and symbolized by, each Trademark, and all products and proceeds of the foregoing, which liens and security interests were established under and pursuant to that certain Trademark Security Agreement dated [October 19, 2011, made by the Companies in favor of Sun and recorded at Reel/Frame 4654/0053 on November 3, 2011].

Sun consents and agrees to execute and deliver, at the request and cost of the Companies, such further instruments, documents and release forms as the Companies may reasonably request to more effectively, release, terminate and extinguish any such liens and security interests upon such trademarks.

[Signature Page Follows]

This Release shall be binding upon Sun's legal representatives, assigns and

successors.









SUN KELLWOOD FINANCE, LLC, as Agent


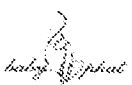
By: Michael McConvery  
Name: Michael J. McConvery  
Title: Vice President

Signature Page to Release of Security Interest in Trademarks






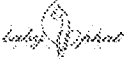
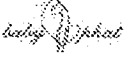

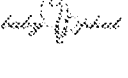
**TRADEMARK**  
**REEL: 004993 FRAME: 0216**

SCHEDULE I

| Trademark   | Owner             | Status in Trademark Office | Federal Registration Number | Registration Date | Class |
|---|-------------------|----------------------------|-----------------------------|-------------------|-------|
|    | Phat Fashions LLC | Registered                 | 3,735,330                   | 1/5/2010          | 25    |
|    | Phat Fashions LLC | Registered                 | 3,759,361                   | 3/9/2010          | 21    |
|    | Phat Fashions LLC | Registered                 | 3,624,700                   | 5/19/2009         | 26    |
|    | Phat Fashions LLC | Registered                 | 3,233,844                   | 4/24/2007         | 9     |
|  | Phat Fashions LLC | Registered                 | 3,240,184                   | 5/8/2007          | 9     |
|  | Phat Fashions LLC | Registered                 | 2,440,358                   | 4/3/2001          | 25    |
|  | Phat Fashions LLC | Registered                 | 2,538,563                   | 2/12/2002         | 18    |
|  | Phat Fashions LLC | Registered                 | 3,037,296                   | 1/3/2006          | 25    |
| BABY PHAT   | Phat Fashions LLC | Registered                 | 3,613,885                   | 4/28/2009         | 26    |
| BABY PHAT   | Phat Fashions LLC | Registered                 | 3,701,862                   | 10/27/2009        | 24    |
| BABY PHAT   | Phat Fashions LLC | Registered                 | 3,591,599                   | 3/17/2009         | 16    |
| BABY PHAT   | Phat Fashions LLC | Registered                 | 3,181,285                   | 2/21/2006         | 6     |

|   |                   |                                |           |            |    |
|---|-------------------|--------------------------------|-----------|------------|----|
| BABY PHAT   | Phat Fashions LLC | Registered                     | 3,220,372 | 3/20/2007  | 9  |
| BABY PHAT   | Phat Fashions LLC | Registered                     | 3,386,191 | 2/19/2008  | 35 |
| BABY PHAT   | Phat Fashions LLC | Registered                     | 2,240,881 | 4/20/1999  | 25 |
| BABY PHAT   | Phat Fashions LLC | Registered                     | 2,538,494 | 2/12/2002  | 18 |
| BABY PHAT   | Phat Fashions LLC | Registered                     | 2,736,998 | 7/15/2003  | 14 |
| BABY PHAT   | Phat Fashions LLC | Registered                     | 2,811,059 | 2/3/2004   | 9  |
| BABY PHAT   | Phat Fashions LLC | Registered                     | 3,004,138 | 10/4/2005  | 25 |
| BABY PHAT   | Phat Fashions LLC | Registered                     | 3,051,588 | 1/24/2006  | 14 |
| BABY PHAT   | Phat Fashions LLC | Registered                     | 3,060,441 | 2/21/2006  | 9  |
| <i>baby phat</i>  | Phat Fashions LLC | Registered                     | 3,000,181 | 9/27/2005  | 25 |
| <i>baby phat</i>  | Phat Fashions LLC | Registered                     | 3,743,384 | 10/26/2009 | 24 |
| <i>baby phat</i>  | Phat Fashions LLC | Registered                     | 3,723,824 | 12/8/2009  | 21 |
| <i>baby phat</i>  | Phat Fashions LLC | Registered                     | 3,600,115 | 3/31/2009  | 3  |
| <i>baby phat</i>  | Phat Fashions LLC | Registered                     | 2,303,780 | 12/28/1999 | 25 |
| <i>baby phat</i>  | Phat Fashions LLC | Registered                     | 3,004,685 | 10/4/2005  | 14 |
|  | Phat Fashions LLC | Registered<br>(South Carolina) | SCO12501  | 6/28/2001  | 25 |
|  | Phat Fashions LLC | Registered                     | 3,759,401 | 3/9/2010   | 3  |



|   |                   |            |           |            |    |
|---|-------------------|------------|-----------|------------|----|
|    | Phat Fashions LLC | Registered | 3,735,329 | 1/5/2010   | 24 |
|    | Phat Fashions LLC | Registered | 3,723,825 | 12/8/2009  | 21 |
|    | Phat Fashions LLC | Registered | 3,551,930 | 12/23/2008 | 20 |
|    | Phat Fashions LLC | Registered | 3,109,678 | 6/27/2006  | 9  |
|  | Phat Fashions LLC | Registered | 2,429,559 | 2/20/2001  | 25 |
|  | Phat Fashions LLC | Registered | 2,541,251 | 2/19/2002  | 18 |
|  | Phat Fashions LLC | Registered | 2,881,224 | 9/7/2004   | 9  |
|  | Phat Fashions LLC | Registered | 3,000,182 | 9/27/2005  | 25 |
|  | Phat Fashions LLC | Registered | 3,006,170 | 10/11/2005 | 14 |
| BABY PHAT GIRLZ   | Phat Fashions LLC | Registered | 3,149,054 | 9/26/2006  | 25 |

|   |                   |            |           |            |    |
|---|-------------------|------------|-----------|------------|----|
| BABY PHAT GIRLZ   | Phat Fashions LLC | Registered | 2,557,269 | 4/2/2002   | 25 |
| BABY PHAT GIRLZ   | Phat Fashions LLC | Registered | 2,867,090 | 7/27/2004  | 18 |
| BABY PHAT<br>GODDESS  | Phat Fashions LLC | Registered | 3,512,917 | 10/7/2008  | 3  |
| <br>GODDESS        | Phat Fashions LLC | Registered | 3,512,918 | 10/7/2008  | 3  |
| BABY PHAT<br>GOLDEN GODDESS   | Phat Fashions LLC | Registered | 3,366,942 | 1/8/2008   | 3  |
| <br>GOLDEN GODDESS | Phat Fashions LLC | Registered | 3,374,112 | 1/22/2008  | 3  |
| BABY PHAT<br>SEDUCTIVE<br>GODDESS   | Phat Fashions LLC | Registered | 3,860,529 | 10/12/2010 | 3  |
| PHAT  | Phat Fashions LLC | Registered | 2,372,748 | 8/1/2000   | 25 |

Foreign Trademarks:

| Trademark | Owner             | Country   | Status in Trademark Office | Federal Registration Number | Registration Date  | Class | Litigation / Opposition Status   |
|-----------|-------------------|-----------|----------------------------|-----------------------------|--------------------|-------|--|
| BABY PHAT | Phat Fashions LLC | Argentina | Pending                    | [s/n 3,045,665]             | [filed 11/11/2010] | 25    | In January of 2012, application was opposed by Empresas CMPC S.A. on the basis that it is confusingly similar to its own applications or registrations for the marks BABY SEC, BABYSEC BASIO, BABYSEC, and BABY SEC LO HIZO. Instructed counsel to initiate negotiations with opponent and argue that several applications for marks containing the word "BABY" have registered in the Argentinian Trademark Office. |
| BABY PHAT | Phat              | Australia | Registered                 | 774453                      | 9/30/1998          | 25    | N/A  |