

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM358902

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
FFS HOLDINGS, LLC		10/13/2015	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	JPMorgan Chase Bank, N.A.		
Street Address:	300 S. Grand Ave.		
City:	Los Angeles		
State/Country:	CALIFORNIA		
Postal Code:	90071-3109		
Entity Type:	National Association: UNITED STATES		
PROPERTY NUMBERS Total: 8			
Property Type	Number	Word Mark	
Registration Number:	3540298	FLIP FLOP SHOPS	
Serial Number:	86642333	FLIP FLOP SHOPS	
Registration Number:	3680494	FLIP FLOP SHOPS	
Registration Number:	4188721	FLIP FLOP SHOPS	
Registration Number:	3615051	FREE YOUR TOES	
Registration Number:	3586190	LIVE...WORK...PLAY WITH YOUR TOES EXPOSE	
Registration Number:	4113191		
Registration Number:	4122640	WARM YOUR TOES	
CORRESPONDENCE DATA			
Fax Number:	3127068224		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	312-701-8093		
Email:	IPdocket@mayerbrown.com		
Correspondent Name:	Stacey C. Kalamaras, Esq.		
Address Line 1:	P.O. Box 2828		
Address Line 4:	Chicago, ILLINOIS 60690-2828		
ATTORNEY DOCKET NUMBER:	12407966		
NAME OF SUBMITTER:	Stacey C. Kalamaras, Esq.		

CH \$215.00 3540298

SIGNATURE:	/sck/
DATE SIGNED:	10/16/2015
Total Attachments: 12 source=FFS Holdings Trademark Security Agreement (Executed)#page1.tif source=FFS Holdings Trademark Security Agreement (Executed)#page2.tif source=FFS Holdings Trademark Security Agreement (Executed)#page3.tif source=FFS Holdings Trademark Security Agreement (Executed)#page4.tif source=FFS Holdings Trademark Security Agreement (Executed)#page5.tif source=FFS Holdings Trademark Security Agreement (Executed)#page6.tif source=FFS Holdings Trademark Security Agreement (Executed)#page7.tif source=FFS Holdings Trademark Security Agreement (Executed)#page8.tif source=FFS Holdings Trademark Security Agreement (Executed)#page9.tif source=FFS Holdings Trademark Security Agreement (Executed)#page10.tif source=FFS Holdings Trademark Security Agreement (Executed)#page11.tif source=FFS Holdings Trademark Security Agreement (Executed)#page12.tif	

Trademark Security Agreement

TRADEMARK SECURITY AGREEMENT, dated as of October 13, 2015, is executed by FFS HOLDINGS, LLC in favor of JPMorgan Chase Bank, N.A. ("Bank").

This Agreement is being entered into in connection with the Continuing Security Agreement dated as of even date herewith (the "Security Agreement") between the Guarantor and the Bank, and the related Continuing Guaranty dated as of even date herewith between the Guarantor and the Bank.

The parties hereto agree as follows:

SECTION 1. Terms. Capitalized terms used in this Agreement and not otherwise defined herein have the meanings specified in the Security Agreement.

SECTION 2. Grant of Security Interest. As security for the payment or performance, as the case may be, in full of the Liabilities, the Guarantor, pursuant to the Security Agreement, did and hereby does grant to the Bank, its successors and assigns, for the benefit of the Bank, a security interest in all right, title or interest in or to any and all of the following assets and properties now owned or at any time hereafter acquired by the Guarantor or in which the Guarantor now has or at any time in the future may acquire any right, title or interest (collectively, the "Trademark Collateral"):

- (a) all trademarks, service marks, trade names, corporate names, company names, business names, fictitious business names, trade styles, trade dress, logos, other source or business identifiers, designs and general intangibles of like nature, now existing or hereafter adopted or acquired, all registrations and recordings thereof, and all registration and recording applications filed in connection therewith, including registrations and registration applications in the United States Patent and Trademark Office or any similar offices in any State of the United States or any other country or any political subdivision thereof, and all extensions or renewals thereof, including those listed on Schedule I (the "Trademarks");
- (b) all goodwill associated with or symbolized by the Trademarks; and
- (c) all other assets, rights and interests that uniquely reflect or embody such goodwill.

SECTION 3. Security Agreement. The security interests granted to the Bank herein are granted in furtherance, and not in limitation, of the security interests granted to the Bank pursuant to the Security Agreement. The Guarantor hereby acknowledges and affirms that the rights and remedies of the Bank with respect to the Trademark Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein. In the event of any conflict between the terms of this Agreement and the Security Agreement, the terms of the Security Agreement shall govern.

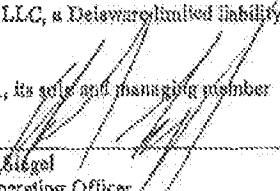
[Remainder of page intentionally let blank]

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement as of the day and year first above written.

Guarantor:

RFS HOLDINGS, LLC, a Delaware limited liability company

By: Cherokee Inc., its sole and managing member





By: 
Howard Kitzel
Chief Operating Officer






Date Signed: October 13, 2015





By: 
Jason Hering
Chief Financial Officer





Date Signed: October 13, 2015






Schedule I






Country	Trademark	Application No.	Filing Date	Registration No.	Registration Date	Renewal Due
Anguilla	FLIP FLOP SHOPS & Design (Color) 	5634	8/12/2014	5634	10/1/2014	8/12/2024
Class 35: Retail store and online retail services for flip flop sandals, sandals, slippers, apparel, handbags, jewelry, beach balls, insulated bottle and can covers, key chains, decals, toy flying saucers, lip balm, pens, and water bottles						
Antigua & Barbuda	FLIP FLOP SHOPS & Design (Color) 	TBD	7/21/2014	-	-	-
Class 35: Retail store and online retail services for flip flop sandals, sandals, slippers, apparel, handbags, jewelry, beach balls, insulated bottle and can covers, key chains, decals, toy flying saucers, lip balm, pens, and water bottles						
Aruba	FLIP FLOP SHOPS & Design (Color) 	12041834	4/18/2012	30243	6/5/2012	4/18/2022
Class 35: Retail store and online retail services for flip flop sandals, slippers and related accessories, namely apparel, handbags and jewelry						
Australia	FLIP FLOP SHOPS & Design (Color) 	1372346	7/15/2010	1372346	7/15/2010	7/15/2020
Class 35: Retail store and online retail services for flip flop sandals and thongs, and related accessories, namely, handbags and jewelry						





Country	Trademark	Application No.	Filing Date	Registration No.	Registration Date	Renewal Due
Bahamas	FLIP FLOP SHOPS & Design (Color) 	TBD	8/1/2014	-	-	-
Class 35: (Local Class 50) Miscellaneous						
Bahrain	FLIP FLOP SHOPS & Design (Color) 	99372	8/19/2013	-	-	-
Class 35: Retail store and online retail services for flip flop sandals, slippers and related accessories, namely apparel, handbags and jewelry						
Barbados	FLIP FLOP SHOPS & Design (Color) 	TBD	7/28/2014	-	-	-
Class 35: Retail store and online retail services for flip flop sandals, sandals, slippers, apparel, handbags, jewelry, beach balls, insulated bottle and can covers, key chains, decals, toy flying saucers, lip balm, pens, and water bottles						
Canada	FLIP FLOP SHOPS & Design (Color) 	1370268	11/1/2007	780956	10/28/2010	10/28/2025
Class 35: Retail store and online retail services for flip flop sandals, slippers and related accessories, namely apparel, handbags and jewelry						
Caribbean Netherlands	FLIP FLOP SHOPS & Design (Color) 	5916	3/14/2014	5916	3/14/2014	3/14/2024
Class 35: Retail store and online retail services for flip flop sandals, sandals, slippers, apparel, handbags, jewelry, beach						





Country	Trademark	Application No.	Filing Date	Registration No.	Registration Date	Renewal Due
balls, insulated bottle and can covers, key chains, decals, toy flying saucers, lip balm, pens, and water bottles						
Cayman Islands	FLIP FLOP SHOPS & Design (Color) 	9451535	3/14/2014	CTM9451535	9/11/2014	10/15/2020
Class 35: Retail store and online retail services featuring flip flop sandals, slippers and related accessories, namely, apparel, handbags and jewellery						
China	FLIP FLOP SHOPS & Design (Color) 	TBD	3/31/2015	-	-	-
Class 35: 3501: demonstration of goods; shop window dressing; modelling for advertising or sales promotion; on-line advertising on a computer network; distribution of samples; dissemination of advertising matter; advertising by mail order; 3502: business information; providing business information via a web site; organization of exhibitions for commercial or advertising purposes; organization of trade fairs for commercial or advertising purposes; organization of fashion shows for promotional purposes; organization of fashion shows for advertisement and sales; public relations; commercial administration of the licensing of the goods and services of others; 3503: import-export agencies; marketing; provision of an on-line marketplace for buyers and sellers of goods and services; 3504: personnel management consultancy; 3505: relocation services for businesses; 3506: compilation of information into computer databases; 3507: accounting; 3509: retail or wholesale services for pharmaceutical, veterinary and sanitary preparations and medical supplies						
CTM	FLIP FLOP SHOPS & Design (Color) 	9451535	10/15/2010	9451535	3/25/2011	10/15/2020
Class 35: Retail store and online retail services for flip flop sandals, slippers and related accessories, namely apparel, handbags and jewelry						
Dominica	FLIP FLOP SHOPS & Design (Color) 	117/2014	8/1/2014	-	-	-

Country	Trademark	Application No.	Filing Date	Registration No.	Registration Date	Renewal Due
Class 35: Retail store and online retail services for flip flop sandals, sandals, slippers, apparel, handbags, jewelry, beach balls, insulated bottle and can covers, key chains, decals, toy flying saucers, lip balm, pens, and water bottles						
Dominican Republic	FLIP FLOP SHOPS & Design (Color) 	2014-8200	3/21/2014	223027	8/3/2015	8/3/2025
Class 35: Retail store and online retail services for flip flop sandals, sandals, slippers, apparel, handbags, jewelry, beach balls, insulated bottle and can covers, key chains, decals, toy flying saucers, lip balm, pens, and water bottles						
Grenada	FLIP FLOP SHOPS & Design (Color) 	201/2014	7/14/2014	785	1/19/2015	7/14/2024
Class 35: Retail store and online retail services for flip flop sandals, sandals, slippers, apparel, handbags, jewelry, beach balls, insulated bottle and can covers, key chains, decals, toy flying saucers, lip balm, pens, and water bottles						
India	FLIP FLOP SHOPS & Design (Color) 	2915227	3/3/2015	-	-	-
Class 35: Retail store and online retail services for flip flop sandals, sandals, slippers, apparel, handbags, jewelry, beach balls, insulated bottle and can covers, key chains, decals, toy flying saucers, lip balm, pens, and water bottles						
Jamaica	FLIP FLOP SHOPS & Design (Color) 	64341	3/14/2014	64341	4/15/2015	3/14/2024
Class 35: Retail store and online retail services for flip flop sandals, sandals, slippers, apparel, handbags, jewelry, beach balls, insulated bottle and can covers, key chains, decals, toy flying saucers, lip balm, pens, and water bottles						
Kuwait	FLIP FLOP SHOPS & Design (Color)	142558	8/13/2013	-	-	-



Country	Trademark	Application No.	Filing Date	Registration No.	Registration Date	Renewal Due
						
Class 35: Retail store and online retail services for flip flop sandals, slippers and related accessories, namely apparel, handbags and jewelry						
Mauritius	FLIP FLOP SHOPS & Design (Color) 	2013017857	11/5/2013	16066/2014	4/17/2014	11/5/2023
Class 35: Retail store and online retail services featuring flip flop sandals, slippers and related accessories, namely apparel, handbags and jewelry						
Netherlands Antilles	FLIP FLOP SHOPS & Design (Color) 	D100086	3/1/2010	14641	3/26/2010	3/1/2020
Class 35: Retail store and online retail services for flip flop sandals, slippers and related accessories, namely apparel, handbags and jewelry						
New Zealand	FLIP FLOP SHOPS & Design (Color) 	973928	3/8/2013	973928	9/10/2013	3/8/2023
Class 35: Retail store and online retail services for flip flop sandals, slippers and related accessories, namely apparel, handbags and jewelry						
Oman	FLIP FLOP SHOPS & Design (Color) 	82470	8/15/2013	82470	8/25/2014	8/15/2023
Class 35: Retail store and online retail services for flip flop sandals, slippers and related accessories, namely apparel, handbags and jewelry						

Country	Trademark	Application No.	Filing Date	Registration No.	Registration Date	Renewal Due
Panama	FLIP FLOP SHOPS & Design (Color) 	235986	10/22/2014	-	-	-
Class 35: Retail store and online retail services for flip flop sandals, sandals, slippers, apparel, handbags, jewelry, beach balls, insulated bottle and can covers, key chains, decals, toy flying saucers, lip balm, pens, and water bottles						
Philippines	FLIP FLOP SHOPS & Design (Color) 	4201011468	10/19/2010	11468	6/2/2011	6/2/2021
Class 35: Retail store and online retail services featuring flip flop sandals, slippers and related accessories, namely apparel, handbags and jewelry						
Qatar	FLIP FLOP SHOPS & Design (Color) 	84106	9/16/2013	-	-	-
Class 35: Retail store and online retail services for flip flop sandals, slippers and related accessories, namely apparel, handbags and jewelry						
Saudi Arabia	FLIP FLOP SHOPS & Design (Color) 	1434000358	10/21/2013	1434000358	9/1/2014	7/5/2023
Class 35: Retail store and online retail services for flip flop sandals, slippers and related accessories, namely apparel, handbags and jewelry retail store and online retail services for flip flop sandals, slippers and related accessories, namely apparel, handbags and jewelry						
South Africa	FLIP FLOP SHOPS & Design (Color) 	201331020	11/6/2013	-	-	-

Country	Trademark	Application No.	Filing Date	Registration No.	Registration Date	Renewal Due
Class 35: Retail store and online retail services for flip flop sandals, slippers and related accessories, namely apparel, handbags and jewelry						
St. Kitts Nevis	FLIP FLOP SHOPS & Design (Color) 	TBD	9/18/2014	-	-	-
Class 35: Retail store and online retail services for flip flop sandals, sandals, slippers, apparel, handbags, jewelry, beach balls, insulated bottle and can covers, key chains, decals, toy flying saucers, lip balm, pens, and water bottles						
St. Lucia	FLIP FLOP SHOPS & Design (Color) 	2014/00023 0	8/5/2014	-	-	-
Class 35: Retail store and online retail services for flip flop sandals, sandals, slippers, apparel, handbags, jewelry, beach balls, insulated bottle and can covers, key chains, decals, toy flying saucers, lip balm, pens, and water bottles						
St. Vincent & Grenadines	FLIP FLOP SHOPS & Design (Color) 	164/2014	7/17/2014	-	-	-
Class 35: Retail store and online retail services for flip flop sandals, sandals, slippers, apparel, handbags, jewelry, beach balls, insulated bottle and can covers, key chains, decals, toy flying saucers, lip balm, pens, and water bottles						
Suriname	FLIP FLOP SHOPS & Design (Color) 	25487	7/29/2014	-	-	-
Class 25: Clothing, footwear, headgear						

Country	Trademark	Application No.	Filing Date	Registration No.	Registration Date	Renewal Due
Trinidad & Tobago	FLIP FLOP SHOPS & Design (Color) 	48033	3/17/2014	-	-	-
Class 35: Retail store and online retail services for flip flop sandals, sandals, slippers, apparel, handbags, jewelry, beach balls, insulated bottle and can covers, key chains, decals, toy flying saucers, lip balm, pens, and water bottles						
Turks & Caicos Islands	FLIP FLOP SHOPS & Design (Color) 	17805	7/14/2014	17805	7/14/2014	7/14/2024
Class 35: Retail store and online retail services for flip flop sandals, sandals, slippers, apparel, handbags, jewelry, beach balls, insulated bottle and can covers, key chains, decals, toy flying saucers, lip balm, pens, and water bottles						
United Arab Emirates	FLIP FLOP SHOPS & Design (Color) 	196683	8/21/2013	-	-	-
Class 35: Retail store and online retail services for flip flop sandals, slippers and related accessories, namely apparel, handbags and jewelry						
United States of America	FLIP FLOP SHOPS & Design (Color) 	77/490,001	6/3/2008	3,540,298	12/2/2008	12/2/2018
Class 35: Retail store services for flip flop sandals, slippers and related accessories, namely apparel, handbags and jewelry						

Country	Trademark	Application No.	Filing Date	Registration No.	Registration Date	Renewal Due
United States of America	FLIP FLOP SHOPS & Design (Color) 	86/642,333	5/28/2015	-	-	-
Class 35: Online retail services featuring flip flop sandals, slippers and related accessories, namely, apparel, handbags and jewelry						
United States of America	FLIP FLOP SHOPS & Design (Color) 	77/317,256	10/30/2007	3,680,494	9/8/2009	12/23/2008
Class 35: Retail store and online retail store services featuring flip flop sandals, slippers, and related accessories, namely, apparel, handbags and jewelry						
United States of America	FLIP FLOP SHOPS	85/063,043	6/15/2010	4,188,721	8/14/2012	8/14/2022
Class 35: Retail store and on-line retail store services featuring beach balls, insulated bottle and can covers, key chains, decals, toy flying saucers, lip balm, pens and water bottles						
United States of America	FREE YOUR TOES	77/517,272	7/8/2008	3,615,051	5/5/2009	5/5/2019
Class 35: Retail store and online retail store services featuring flip flop sandals, slippers and related accessories, namely, apparel, handbags and jewelry						
United States of America	LIVE...WORK... PLAY WITH YOUR TOES EXPOSED!	77/517,301	7/8/2008	3,586,190	3/10/2009	3/10/2019
Class 35: Retail store and online retail store services featuring flip flop sandals, slippers and related accessories, namely, apparel, handbags and jewelry						
United States of America	NON-VISUAL MARK (Coconut Scent)	85/063,625	6/15/2010	4,113,191	3/13/2012	3/13/2022
Class 35: Retail store services featuring sandals and flip flop sandals, and related accessories, namely, beach balls, insulated bottle and can covers, key chains, decals, tossing disc toys, lip balm, pens and water bottles						

Country	Trademark	Application No.	Filing Date	Registration No.	Registration Date	Renewal Due
United States of America	WARM YOUR TOES	85/183,937	11/23/2010	4,122,640	4/3/2012	4/3/2022
Class 35: Retail store and on-line retail store services featuring footwear, and related accessories, namely, sunglasses, headphones, beach balls, insulated bottle and can covers, key chains, decals, toy flying saucers, lip balm, pens and water bottles						
Venezuela	FLIP FLOP SHOPS & Design (Color) 	3348/2014	3/21/2014	-	-	-
Class 35: (Local Class 50) Retail store and online retail services for flip flop sandals, sandals, slippers, apparel, handbags, jewelry, beach balls, insulated bottle and can covers, key chains, decals, toy flying saucers, lip balm, pens, and water bottles						
Zimbabwe	FLIP FLOP SHOPS & Design (Color) 	139913	11/11/2013	-	-	-
Class 35: Retail store and online retail services for flip flop sandals, slippers and related accessories, namely apparel, handbags and jewelry						