

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM608075

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Grant of Security Interest in United States Trademarks		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
WORLD OF JEANS & TOPS		11/09/2020	Corporation: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Wells Fargo Bank, National Association		
Street Address:	125 High Street, 11th Floor		
City:	Boston		
State/Country:	MASSACHUSETTS		
Postal Code:	02110		
Entity Type:	National Association: UNITED STATES		
PROPERTY NUMBERS Total: 55			
Property Type	Number	Word Mark	
Registration Number:	2295749	"IF IT'S NOT HERE...IT'S NOT HAPPENING"	
Registration Number:	5174150	#RSQME	
Registration Number:	5245835	#RSQME	
Registration Number:	6097534	2/S SECOND SATURDAYS	
Registration Number:	3743024	AMBITIOUS	
Registration Number:	3197141	BLUE CROWN	
Registration Number:	3385899	BLUE CROWN	
Registration Number:	3385905	BLUE CROWN	
Registration Number:	3564362	BLUE CROWN	
Registration Number:	4179036	D	
Registration Number:	3618589		
Registration Number:	4134485		
Registration Number:	4302951		
Registration Number:	3402329	DESTINED	
Registration Number:	3543962	DESTINED	
Registration Number:	3959488	DIVISION 7	
Registration Number:	4032582	DIVISION 7	
Registration Number:	3699286	ELDON	
Registration Number:	2197084	FULL TILT	

OP \$1390.00 2295749

Property Type	Number	Word Mark
Registration Number:	3567328	FULL TILT
Registration Number:	4993041	FULL TILT
Registration Number:	5535193	FULL TILT
Registration Number:	4545054	FULL TILT SPORT
Registration Number:	4952828	FULL TILT SPORT
Registration Number:	4952830	FULL TILT SPORT
Registration Number:	4864671	FULL TILT SWIM
Registration Number:	4774146	GIRL IN MOTION
Registration Number:	2666381	INFAMOUS
Registration Number:	3524537	INFAMOUS
Registration Number:	3664796	INFAMOUS
Registration Number:	5341750	IVY + MAIN
Registration Number:	5666434	IVY + MAIN
Registration Number:	3842428	RSQ
Registration Number:	4799329	RSQ
Registration Number:	5996809	RSQ
Registration Number:	5717067	RSQ BY TILLYS
Registration Number:	5746754	RSQ BY TILLYS
Registration Number:	6043043	RSQ BY TILLYS
Registration Number:	5341749	SKY AND SPARROW
Registration Number:	5639107	SKY AND SPARROW
Registration Number:	5666436	SKY AND SPARROW
Registration Number:	5863189	SKY AND SPARROW
Registration Number:	2663027	T
Registration Number:	4672799	THE TILLY'S HOOKUP
Registration Number:	2360201	TILLY'S
Registration Number:	2368584	TILLY'S CLOTHING & SHOES
Registration Number:	2915750	TILLY'S CLOTHING SHOES
Registration Number:	3872443	TILLY'S CLOTHING SHOES ACCESSORIES
Registration Number:	4682166	VAPORIZE
Registration Number:	3664002	VINDICATED
Registration Number:	5985587	WEST OF MELROSE
Registration Number:	5341748	WHITE FAWN
Registration Number:	5666435	WHITE FAWN
Registration Number:	3776086	RSQ
Serial Number:	88334537	WEST OF MELROSE

CORRESPONDENCE DATA

Fax Number: 8004947512

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.

Phone: 202-370-4756

Email: ipteam@coagencyglobal.com

Correspondent Name: Jay daSilva

Address Line 1: 1025 Vermont Ave NW, Suite 1130

Address Line 2: COGENCY GLOBAL INC.

Address Line 4: Washington, D.C. 20005

ATTORNEY DOCKET NUMBER:	1288149 TM IPSA
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NAME OF SUBMITTER:	Janet Wamsley
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SIGNATURE:	/Janet Wamsley/
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DATE SIGNED:	11/11/2020
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Total Attachments: 7

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GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

November 9, 2020


FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, **WORLD OF JEANS & TOPS**, a California corporation (the "Grantor"), hereby grants to **WELLS FARGO BANK, NATIONAL ASSOCIATION**, as administrative agent and collateral agent for itself and certain other credit parties (in such capacity, the "Grantee"), a continuing security interest in (i) all of the Grantor's right, title and interest in, to and under the United States trademarks, trademark registrations and trademark applications (excluding intent-to-use trademark or service mark applications, for which the creation by the Grantor of a security interest therein (i) is prohibited without the consent of a third party or by applicable Law or; (ii) would impair the validity or enforceability of such intent-to-use application or any trademark or service mark issuing therefrom) (the "Marks") set forth on Schedule A attached hereto, (ii) all proceeds and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated, and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Secured Obligations of the Grantor, as such term is defined in the Security Agreement by, among others, the Grantor and the Grantee, dated as of the date hereof (as amended, restated, supplemented or otherwise modified and in effect from time to time, the "Security Agreement"). The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern. This Grant shall be governed by, and construed in accordance with, the laws of the State of New York.

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IN WITNESS WHEREOF, the undersigned have executed this grant as of the date above first written.

WORLD OF JEANS & TOPS, as a Grantor

By: 
Name: Michael L. Henry
Title: Executive Vice President and Chief Financial Officer






Signature Page to Grant of Security Interest in United States Trademarks

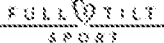



**WELLS FARGO BANK, NATIONAL
ASSOCIATION, as Grantee**

By: 
Name: Cory Loftus
Title: Authorized Signatory


Signature Page to Grant of Security Interest in United States Trademarks

SCHEDULE A

Mark	International Class(es)	Application No. Filing Date	Registration No. Registration Date
"IF IT'S NOT HERE...IT'S NOT HAPPENING"	16	75549386 08-SEP-1998	2295749 30-NOV-1999
#RSQME	25	86789445 15-OCT-2015	5174150 04-APR-2017
#RSQME	35	87277024 21-DEC-2016	5245835 18-JUL-2017
2/S SECOND SATURDAYS 	41	88427495 13-MAY-2019	6097534 07-JUL-2020
AMBITIOUS	3	77499013 13-JUN-2008	3743024 26-JAN-2010
BLUE CROWN	25	76625140 20-DEC-2004	3197141 09-JAN-2007
BLUE CROWN	14, 25	76663099 14-JUL-2006	3385899 19-FEB-2008
BLUE CROWN	3	76664214 07-AUG-2006	3385905 19-FEB-2008
BLUE CROWN	9	77497257 12-JUN-2008	3564362 20-JAN-2009
D 	3, 25	85482896 29-NOV-2011	4179036 24-JUL-2012
Design Only 	14, 25	77501731 18-JUN-2008	3618589 12-MAY-2009
Design Only 	9, 25	85372895 15-JUL-2011	4134485 01-MAY-2012
Design Only 	25	85423871 15-SEP-2011	4302951 12-MAR-2013
DESTINED	3	76978739 27-JUL-2006	3402329 25-MAR-2008
DESTINED	25	76663733 27-JUL-2006	3543962 09-DEC-2008
DIVISION 7	25	85002305 30-MAR-2010	3959488 10-MAY-2011
DIVISION 7	3	85090895 22-JUL-2010	4032582 27-SEP-2011

Mark	International Class(es)	Application No. Filing Date	Registration No. Registration Date
ELDON	25	76687517 10-MAR-2008	3699286 20-OCT-2009
FULL TILT	25	75222380 12-DEC-1996	2197084 20-OCT-1998
FULL TILT	25	77501760 18-JUN-2008	3567328 27-JAN-2009
FULL TILT	14	86818515 12-NOV-2015	4993041 05-JUL-2016
FULL TILT	9	87742181 03-JAN-2018	5535193 07-AUG-2018
FULL TILT SPORT	25	85966725 21-JUN-2013	4545054 03-JUN-2014
FULL TILT SPORT 	25	86588691 06-APR-2015	4952828 03-MAY-2016
FULL TILT SPORT 	25	86588718 06-APR-2015	4952830 03-MAY-2016
FULL TILT SWIM 	25	86588730 06-APR-2015	4864671 01-DEC-2015
GIRL IN MOTION	35	86328662 03-JUL-2014	4774146 14-JUL-2015
INFAMOUS	25	76377015 01-MAR-2002	2666381 24-DEC-2002
INFAMOUS	18, 25	76663669 21-JUL-2006	3524537 28-OCT-2008
INFAMOUS	3	77510334 27-JUN-2008	3664796 04-AUG-2009
IVY + MAIN	25	87079230 21-JUN-2016	5341750 21-NOV-2017
IVY + MAIN 	25	87958753 12-JUN-2018	5666434 29-JAN-2019
RSQ	3	77662583 03-FEB-2009	3842428 31-AUG-2010
RSQ	25	86504490 15-JAN-2015	4799329 25-AUG-2015
RSQ	25	88563824 02-AUG-2019	5996809 25-FEB-2020

Mark	International Class(es)	Application No. Filing Date	Registration No. Registration Date
RSQ BY TILLYS	35	87750077 10-JAN-2018	5717067 02-APR-2019
RSQ BY TILLYS 	35	87777062 30-JAN-2018	5746754 07-MAY-2019
RSQ BY TILLYS 	35	87777055 30-JAN-2018	6043043 28-APR-2020
SKY AND SPARROW	25	87079224 21-JUN-2016	5341749 21-NOV-2017
SKY AND SPARROW	3	87608218 14-SEP-2017	5639107 25-DEC-2018
SKY AND SPARROW 	25	87958791 12-JUN-2018	5666436 29-JAN-2019
SKY AND SPARROW	3	88359169 27-MAR-2019	5863189 17-SEP-2019
T 	35	76377196 01-MAR-2002	2663027 17-DEC-2002
THE TILLY'S HOOKUP	35	86101002 24-OCT-2013	4672799 13-JAN-2015
TILLY'S	35	75774558 12-AUG-1999	2360201 20-JUN-2000
TILLY'S CLOTHING & SHOES	35	75775835 12-AUG-1999	2368584 18-JUL-2000
TILLY'S CLOTHING SHOES 	35	76544420 02-SEP-2003	2915750 04-JAN-2005
TILLY'S CLOTHING SHOES ACCESSORIES	35	77907347 07-JAN-2010	3872443 09-NOV-2010
VAPORIZE	25	86332583 09-JUL-2014	4682166 03-FEB-2015
VINDICATED	3, 25	76687516 10-MAR-2008	3664002 04-AUG-2009
WEST OF MELROSE	25	88179857 02-NOV-2018	5985587 11-FEB-2020
WEST OF MELROSE 	14, 18, 25	88334537 11-MAR-2019	

Mark	International Class(es)	Application No. Filing Date	Registration No. Registration Date
WHITE FAWN	25	87079215 21-JUN-2016	5341748 21-NOV-2017
WHITE FAWN <i>White Fawn</i>	25	87958775 12-JUN-2018	5666435 29-JAN-2019
RSQ 	3, 25	77693712 18-MAR-2009	3776086 13-APR-2010

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