

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Swiss Watch International, Inc.		11/08/2012	CORPORATION: FLORIDA

RECEIVING PARTY DATA

Name:	Wilmington Trust
Street Address:	50 South Sixth Street
Internal Address:	Suite 1290
City:	Minneapolis
State/Country:	MINNESOTA
Postal Code:	55402
Entity Type:	National Association: UNITED STATES

PROPERTY NUMBERS Total: 27

Property Type	Number	Word Mark
Registration Number:	3039892	TICINO
Registration Number:	2820405	SWI
Registration Number:	2877258	ASCONA
Registration Number:	2928250	NYON
Registration Number:	3031527	MAGICO
Registration Number:	3039893	LOCARNO
Registration Number:	2903905	MILITAIRE
Registration Number:	2928251	MONTECO
Serial Number:	78364789	SWISS LEGEND
Registration Number:	2868146	SWISS WATCH INTERNATIONAL
Registration Number:	2855293	FLY ZONE
Registration Number:	3853585	IVORY TRUNK TIME SENSITIVE, MEMBER EXCLUSIVE SAVINGS ON THE FINEST BRANDS
Registration Number:	3972146	THESAMPLESALE.COM

CH \$690.00 3039892

Registration Number:	4088943	STRESS-FREE PAYMENT
Registration Number:	3918353	
Registration Number:	3993849	NEPTUNE
Registration Number:	3996227	REDLINE
Serial Number:	85286766	REDLINE
Registration Number:	3819921	CABOCHON
Serial Number:	85428655	J LINE
Registration Number:	4146736	SAPPHITEK
Registration Number:	4146789	A_LINE
Serial Number:	85112173	ENTOURAGE
Serial Number:	85548832	L E G E N D
Serial Number:	85458665	LEGEND
Serial Number:	85288206	A LINE
Registration Number:	3972172	

CORRESPONDENCE DATA

Fax Number: 7045032622

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

Phone: 704 503 2600

Email: trademarks@kslaw.com, hserbin@kslaw.com, vbantug@kslaw.com

Correspondent Name: King & Spalding LLP

Address Line 1: 100 N Tryon Street

Address Line 4: Charlotte, NORTH CAROLINA 28202

ATTORNEY DOCKET NUMBER:	18588.015040 SWI
NAME OF SUBMITTER:	Vicky R. Bantug, Paralegal
Signature:	/Vicky R. Bantug/
Date:	11/13/2012

Total Attachments: 6

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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Term Loan Credit and Security Agreement, dated as of November 8, 2012 (as the same may be amended, modified, restated or supplemented from time to time, the "Credit Agreement"), by and among Swiss Watch International, Inc., (formerly known as Swordfish Merger Sub, Inc.), a Delaware corporation (the "Borrower"), certain subsidiaries of the Borrower from time to time party thereto, the financial institutions which are now or which hereafter become a party thereto (collectively, the "Lenders" and each individually a "Lender") and Wilmington Trust, National Association, as agent for the Lenders (in such capacity, the "Agent") for the Secured Parties referenced therein, the undersigned (the "Grantor") has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown on Schedule 1 attached hereto to the Agent for the ratable benefit of the Secured Parties.

The undersigned Grantor and the Agent, on behalf of the Secured Parties, hereby acknowledge and agree that the security interest in the trademarks and trademark applications set forth on Schedule 1 attached hereto (i) may only be terminated in accordance with the terms of the Credit Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Notwithstanding anything herein to the contrary, the liens and security interests referred to in this Notice of Grant of Security Interest in Trademarks and the exercise of any right or remedy by the Agent, PNC Bank, National Association, as agent ("Revolving Agent") under that certain Revolving Credit and Security Agreement by and among itself, the Borrower and certain subsidiaries of the Borrower from time to time party thereto, or related lenders thereunder, are subject to that certain Intercreditor Agreement, dated as of the date hereof (as amended, modified, restated or replaced from time to time supplemented) by and among Agent, Revolving Agent and the Borrower.

[Signature Page Follows]

Very truly yours,

SWISS WATCH INTERNATIONAL, INC.

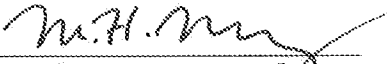
By: 

Name: Ben Shmuel

Title: Co-Chief Executive Officer

[Signature Page to Notice of Grant of Security Interest in Trademarks]

**WILMINGTON TRUST, NATIONAL
ASSOCIATION**

By: 
Name: Meghan H. McCauley
Title: Authorized Signatory

[Notice of Grant of Security Interest in Trademarks]

**TRADEMARK
REEL: 004899 FRAME: 0100**

SCHEDULE 1

TRADEMARK	OWNER	GOODS AND SERVICES	FILING DATE	SERIAL NO.	REG. DATE	REG. NO.
TICINO	Swiss Watch International, Inc. 101 South State Road 7, Suite 201, Hollywood, FL33023	IC 014. US 002 027 028 050. G & S: Fashion jewelry and watches. FIRST USE: 20020801. FIRST USE IN COMMERCE: 20020801	03/18/03	78226720	01/10/06	3039892
SWI	Swiss Watch International, Inc. 101 South State Road 7, Suite 201, Hollywood, FL33023	IC 014. WATCHES AND JEWELRY. FIRST USE: 19950301. FIRST USE IN COMMERCE: 19950301.	08/01/01	78076842	03/02/04	2820405
ASCONA	Swiss Watch International, Inc. 101 South State Road 7, Suite 201, Hollywood, FL33023	IC 014. Fashion jewelry and watches. FIRST USE: 20020801. FIRST USE IN COMMERCE: 20020802.	03/18/03	78226728	08/24/04	2877258
NYON	Swiss Watch International, Inc. 101 South State Road 7, Suite 201, Hollywood, FL33023	IC 014. Fashion jewelry and watches. First Use: 200330801. First Use in Commerce 20030801	03/18/03	78226735	02/22/05	2928250
MAGICO	Swiss Watch International, Inc. 101 South State Road 7, Suite 201, Hollywood, FL33023	IC 014. US 002 027 028 050. G & S: Watches. FIRST USE: 20040201. FIRST USE IN COMMERCE: 20040301	04/12/04	78400369	12/20/05	3031527
LOCARNO	Swiss Watch International, Inc. 101 South State Road 7, Suite 201, Hollywood, FL33023	IC 014. Fashion jewelry and watches. FIRST USE: 20020801. FIRST USE IN COMMERCE: 20020801.	03/18/03	78226731	01/10/06	3039893
MILITAIRE	Swiss Watch International, Inc. 101 South State Road 7, Suite 201, Hollywood, FL33023	IC 014. US 002 027 028 050. G & S: Fashion jewelry and watches. FIRST USE: 20030801. FIRST USE IN COMMERCE: 20030801	03/18/03	78226763	11/16/04	2903905
MONTECO	Swiss Watch International, Inc. 101 South State Road 7, Suite 201, Hollywood, FL33023	IC 014. US 002 027 028 050. G & S: Fashion jewelry and watches. FIRST USE: 20030801. FIRST USE IN COMMERCE: 20030801	03/18/03	78226739	02/22/05	2928251
SWISS LEGEND	Swiss Watch International, Inc. 101 South State Road 7, Suite 201, Hollywood, FL33023	IC 014. WATCHES AND JEWELRY.	02/09/04	78364789		
SWISS WATCH INTERNATIONAL	Swiss Watch International, Inc. 101 South State Road 7, Suite 201, Hollywood, FL33023	IC 014. WATCHES AND JEWELRY. FIRST USE: 20030301	02/24/03	78218161	07/27/04	2868146

FLY ZONE	Swiss Watch International, Inc. 101 South State Road 7, Suite 201, Hollywood, FL33023	IC 014. US 002 027 028 050. G & S: Watches and Jewelry. FIRST USE: 20030701. FIRST USE IN COMMERCE: 20030701	03/04/03	78221178	06/15/04	2855293
IVORY TRUNK TIME SENSITIVE, MEMBER EXCLUSIVE SAVINGS ON THE FINEST BRANDS	Swiss Watch International, Inc. 101 South State Road 7, Suite 201, Hollywood, FL33023	IC 035 US 100 101 102 G & S : Computerized on-line retail store services in the field of watches, sunglasses, handbags, leather goods, home accessories, cosmetics, fragrances, and apparel. First use: 20100315	03/17/10	77960978	09/28/10	3853585
THESAMPLESALE.COM	Swiss Watch International, Inc. 101 South State Road 7, Suite 201, Hollywood, FL33023	IC 035. US 100 101 102. G & S: On-line retail store services featuring watches, jewelry and general merchandise	12/13/10	85196766	05/31/11	3972146
STRESS-FREE PAYMENT	Swiss Watch International, Inc. 101 South State Road 7, Suite 201, Hollywood, FL33023	IC 036. US 100 101 102. G & S: Financing of purchases	12/13/10	85196789	01/17/12	4088943
Design only	Swiss Watch International, Inc. 101 South State Road 7, Suite 201, Hollywood, FL33023	IC 014. US 002 027 028 050. G & S: Chronometers; Watches and clocks; Women's watches; Wrist watches. FIRST USE: 20091217. FIRST USE IN COMMERCE: 20091217	11/04/10	85169383	02/08/11	3918353
NEPTUNE and Design	Swiss Watch International, Inc. 101 South State Road 7, Suite 201, Hollywood, FL33023	IC 014. US 002 027 028 050. G & S: Chronometers; Watches and clocks; Women's watches; Wrist watches. FIRST USE: 20091217. FIRST USE IN COMMERCE: 20091217	12/17/10	85200632	07/12/11	3993849
RED LINE	Swiss Watch International, Inc. 101 South State Road 7, Suite 201, Hollywood, FL33023	IC 014. US 002 027 028 050. G & S: Watches, namely, horological and chronometric instruments, namely, men's and women's wrist watches and chronometers	05/26/10	85047926	07/19/11	3996227
RED LINE	Swiss Watch International, Inc. 101 South State Road 7, Suite 201, Hollywood, FL33023	IC 009. G & S: Sunglasses, namely, not in the area of cycling	05/26/10	85286766		
CABOCHON	Swiss Watch International, Inc. 101 South State Road 7, Suite 201, Hollywood, FL33023	IC 014. US 002 027 028 050. G & S: Watches, namely, horological and chronometric instruments, namely, men's and women's wrist watches and chronometers, jewelry, namely, rings being jewelry, bracelets being jewelry, pins being jewelry, brooches of precious metals or imitation jewelry, anklets, necklaces, and watch chains. FIRST USE: 20071130. FIRST USE IN COMMERCE: 20071130	10/21/09	77854201	07/13/10	3819921
J LINE	Swiss Watch International, Inc. 101 South State Road 7, Suite 201, Hollywood, FL33023	IC 014. US 002 027 028 050. G & S: Dress watches; Watches and clocks; Women's watches; Wrist watches. FIRST USE: --. FIRST USE IN COMMERCE: --	09/21/11	85428655		

SAPPHITEK	Swiss Watch International, Inc. 101 South State Road 7, Suite 201, Hollywood, FL33023	IC 014. US 002 027 028 050. G & S: Watches crystals. FIRST USE: 20100715. FIRST USE IN COMMERCE: 20100715	10/27/11	85457460	05/22/12	4146736
A_LINE	Swiss Watch International, Inc. 101 South State Road 7, Suite 201, Hollywood, FL33023	IC 014. US 002 027 028 050. G & S: Watches. FIRST USE: 11282011. FIRST USE IN COMMERCE: 11282011	11/29/11	85482731	05/22/12	4146789
ENTOURAGE	Swiss Watch International, Inc. 101 South State Road 7, Suite 201, Hollywood, FL33023	IC 003. US 001 004 006 050 051 052. G & S: Perfume IC 014. US 002 027 028 050. G & S: Jewellery and watches IC 016. US 002 005 022 023 029 037 038 050. G & S: Writing implements IC 018. US 001 002 003 022 041. G & S: Leather bags and wallets	08/20/10	85112173		
LEGEND and Design	Swiss Watch International, Inc. 101 South State Road 7, Suite 201, Hollywood, FL33023	IC 014. US 002 027 028 050. G & S: Watches. FIRST USE: . FIRST USE IN COMMERCE:	02/21/12	85548832		
LEGEND	Swiss Watch International, Inc. 101 South State Road 7, Suite 201, Hollywood, FL33023	IC 014. US 002 027 028 050. G & S: Jewelry; Watches. FIRST USE: . FIRST USE IN COMMERCE:	10/28/11	85458665		
A LINE	Swiss Watch International, Inc. 101 South State Road 7, Suite 201, Hollywood, FL33023	IC 014. G & S: Chronometers; Dress watches; Watches, clocks; Women's watches; Wrist watches. FIRST USE: . FIRST USE IN COMMERCE: ; IC 018. G & S: Handbags. FIRST USE: . FIRST USE IN COMMERCE:	04/06/11	85288206		
Design	Swiss Watch International, Inc. 101 South State Road 7, Suite 201, Hollywood, FL33023	IC 014. US 002 027 028 050. G & S: Chronometers; Watches and clocks; Women's watches; Wrist watches. FIRST USE: 20110208. FIRST USE IN COMMERCE: 20110208	03/24/11	85276214	05/31/11	3972172

Trademarks: International

Credit Party: Swiss Watch International, Inc.

File No.	Country	Mark	Class/es	Filing Date	Application No.	Reg. Date	Reg. No.	Status	Next Renewal
7084	Europe CTM*	SWI (word mark)	09,14,16,18	25-Jul-2003	003286069	24-Jan-2008	003286069	Registered	25-Jul-2013