

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Swiss Watch International, Inc.

- Individual(s) Association
 General Partnership Limited Partnership
 Corporation- State: Delaware
 Other _____

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No**3. Nature of conveyance /Execution Date(s) :**Execution Date(s) November 8, 2012

- Assignment Merger
 Security Agreement Change of Name
 Other _____

2. Name and address of receiving party(ies)Additional names, addresses, or citizenship attached? Yes
 NoName: PNC Bank, National Association, as Agent

Internal

Address: _____

Street Address: Two Tower Center BoulevardCity: East BrunswickState: New JerseyCountry: USA Zip: 08816

- Association Citizenship USA
 General Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation Citizenship _____
 Other _____ Citizenship _____

If assignee is not domiciled 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 identification or description of the Trademark.

A. Trademark Application No.(s)

See attached Schedule 1

B. Trademark Registration No.(s)

See attached Schedule 1

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:Name: Nancy WifordInternal Address: CT Lien SolutionsStreet Address: 4400 Easton Commons Way
Suite 125City: ColumbusState: OH Zip: 43219Phone Number: 614-280-3546Fax Number: 800-914-4240Email Address: nancy.wiford@wolterskluwer.com**6. Total number of applications and registrations involved:**

27

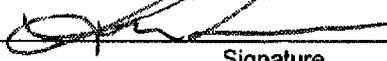
7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ _____

- Authorized to be charged by credit card
 Authorized to be charged to deposit account
 Enclosed

8. Payment Information:a. Credit Card: Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number _____

Authorized User Name _____

9. Signature:


Signature

November 12, 2012

Date

Leslie Kirsner

Name of Person Signing

Total number of pages including cover sheet, attachments, and document:

10

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK
REEL: 004905 FRAME: 0640

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: 20030801. 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, frangances, 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		
SAPPHIREK	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	Classes	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
7085	Europe CTM*	SWI SWISS WATCH INTERNATIONAL (word mark)	09,14,16,18	25-Jul-2003	003283462	24-Jan-2008	003283462	Registered	25-Jul-2013
7086	Israel	SWI (word mark)	14	4-May- 2003	164225	4-Jul-2004	164225	Registered	4-May-2013
7087	Israel	SWI SWISS WATCH INTERNATIONAL (word mark)	14	4-May- 2003	164227	5-Apr-2006	164227	Registered	4-May-2013
7088	Israel	SWI (word mark)	18	9-Jul-2003	165591	3-Aug-2004	165591	Registered	9-Jul-2013
7090	Japan	SWI (word mark)	09,14,16,18	24-Jul-2003	2003-61932	11-Mar-2005	4845220	Registered	11-Mar-2015
7091	Japan	SWI SWISS WATCH INTERNATIONAL (word mark)	09,14,16,18	24-Jul-2003	2003-61933	11-Mar-2005	4845221	Registered	11-Mar-2015
7092	Switzerland	SWI (word mark)	09,14,16,18	9-Mar-2004	51530/2004	3-May-2004	521146	Registered	9-Mar-2014
7093	Switzerland	SWI SWISS WATCH INTERNATIONAL (word mark)	09,14,16,18	19-Mar- 2004	51838/2004	18-Jun-2004	522804	Registered	19-Mar-2014
7752	Spain	SW logo - SPAIN - Class 14		15-Jan- 1998	1.228.980		1.228.980	Renewed	15-Jan-2018
6145	Australia	SWISS LEGEND (word mark)	14	16-Sep- 2009	1320878			Opposition	
8882	Brazil	SWISS LEGEND (Logo - in Black & White)	14	6-Sep-2012	16120004447			Awaiting Exam	
6127	China	SWISS LEGEND (stylized lettering)	14	6-Feb-2012	10461293			Awaiting Exam	
8964	Croatia	SWISS LEGEND (word mark)	09,14,18	23-Aug- 2011	Z20111511A			Regn. Fees paid / Awaiting Certificate	

File No.	Country	Mark	Class/cs	Filing Date	Application No.	Reg. Date	Reg. No.	Status	Next Renewal
6136	Europe CTM*	SWISS LEGEND (word mark)	09,14,16,18	16-Sep-2009	008553158	10-May-2010	008553158	Registered	16-Sep-2019
9932	India	SWISS LEGEND (Logo - in Black & White)	14	7-Sep-2012	2391682			Awaiting Exam	
6125	Israel	SWISS LEGEND (word mark)	14	20-Aug-2009	222904			Opposition	
9547	Israel	SWISS LEGEND (Logo - in Black & White)	14	7-Mar-2012	244877			Awaiting Exam	
6129	Japan	SWISS LEGEND (word mark)	14,18	24-Sep-2009	2009-072314	4-Nov-2011	5447781	Registered/Invalidation Action filed	4-Nov-2021
6130	Korea, Republic of	SWISS LEGEND (word mark)	14	29-Mar-2012	40-2012-0021090			Awaiting Exam	
9334	Korea, Republic of	SWISS LEGEND (color logo)	14	26-Aug-2011	40-2011-0046837			In Examination	
8720	Mexico	SWISS LEGEND (word mark)	14	7-Jun-2011	1,184,246	19-Oct-2011	1,245,771	Registered/Invalidation Action filed	7-Jun-2021
9458	Philippines	SWISS LEGEND (word mark)	14	23-Feb-2012	04-2012-002226			Opposition	
9918	Russian Federation	SWISS LEGEND (Logo - in Black & White)	14	7-Sep-2012	2012731439			Awaiting Exam	
8966	Turkey	SWISS LEGEND (word mark)	14	26-Aug-2011	2011/69962			Opposition	
9796	Canada	a_line (word mark)	N/a	5-Jun-2012	1580685			Awaiting Exam	
9611	Europe CTM	a_line (word mark)	09,14,18	28-May-2012	10918118			Application Published	
9354	Israel	a_line (word mark)	09,14	6-Dec-2011	242675			Awaiting Exam	
9356	Korea, Republic of	a_line (word mark)	14	29-Mar-2012	40-2012-0021092			Awaiting Exam	
9798	Mexico	a_line (word mark)	14	5-Jun-2012	1,280,369			Awaiting Exam	
9795	Canada	RED LINE (word mark)	N/a	5-Jun-2012	1580684			Awaiting Exam	
9610	Europe CTM	RED LINE (word mark)	09,14,18	28-May-2012	10918043			Application Published	

File No.	Country	Mark	Class/es	Filing Date	Application No.	Reg. Date	Reg. No.	Status	Next Renewal
9353	Israel	RED LINE (word mark)	09,14	6-Dec-2011	242674			Awaiting Exam	
9355	Korea, Republic of	RED LINE (word mark)	14	29-Mar-2012	40-2012-0021091			Awaiting Exam	
9797	Mexico	RED LINE (word mark)	14	5-Jun-2012	1,280,370			Awaiting Exam	

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Revolving 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 Guarantors party thereto (the "Guarantors" and together with the Borrower, the "Credit Parties") the financial institutions which are now or which hereafter become a party thereto (collectively, the "Lenders" and each individually a "Lender") and PNC Bank, National Association, as agent for the Lenders (in such capacity, the "Agent"), 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 Lenders.

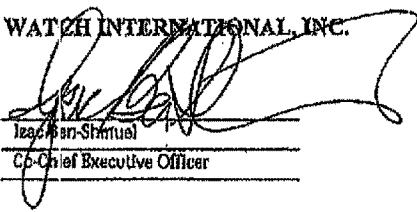
The undersigned Grantor and the Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the trademarks and trademark applications set forth on Schedule 1 attached hereto (i) may only be terminated in accordance with the terms of the Credit Agreement and (ii) is not 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, Wilmington Trust, National Association, as agent ("Term Loan Agent") under that certain Term Loan 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, Term Loan Agent and the Credit Parties.

[Signature Page Follows]

Very truly yours,

SWISS WATCH INTERNATIONAL, INC.

By: 
Name: Isaac Brun-Strauss
Title: Co-Chief Executive Officer

PNC BANK, NATIONAL ASSOCIATION, as
Agent

By: _____
Name: _____
Title: _____

[SIGNATURE PAGE TO NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS - 2962867]

TRADEMARK
REEL: 004905 FRAME: 0648

Very truly yours,

SWISS WATCH INTERNATIONAL, INC.

By: _____
Name: _____
Title: _____

**PNC BANK, NATIONAL ASSOCIATION, as
Agent**

By:  _____
Name: **Steve Roberts**
Title: **Vice President**

[SIGNATURE PAGE TO NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS - 2962867]