

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Confirmation of Trademark Assignment

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
OP Holdings LLC		11/29/2012	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Icon DE Brand Holdings Corp.
Street Address:	103 Foulk Road, Suite 202
City:	Wilmington
State/Country:	DELAWARE
Postal Code:	19803
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 22

Property Type	Number	Word Mark
Serial Number:	85450753	OCEAN PACIFIC
Serial Number:	85449706	OCEAN PACIFIC
Serial Number:	85449732	OCEAN PACIFIC
Serial Number:	85417405	OCEAN PACIFIC
Serial Number:	85275280	OP
Serial Number:	85275274	OP
Serial Number:	77777695	OP
Serial Number:	77639202	OP
Serial Number:	76389398	OP
Serial Number:	76976484	OP
Serial Number:	76350183	OCEAN PACIFIC
Serial Number:	76259835	OP
Serial Number:	76118031	OP
Serial Number:	74054361	OCEAN PACIFIC

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TRADEMARK

Serial Number:	74051480	OP
Serial Number:	73551091	OCEAN PACIFIC
Serial Number:	73432243	OP
Serial Number:	73404997	OP
Serial Number:	73048507	OCEAN PACIFIC
Serial Number:	78167458	72
Serial Number:	74055964	OP PRO
Serial Number:	73819890	OP PRO

CORRESPONDENCE DATA

Fax Number: 2123548113
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ATTORNEY DOCKET NUMBER:	1179234-0012
NAME OF SUBMITTER:	Andrew Fessak
Signature:	/Andrew Fessak/
Date:	11/29/2012

Total Attachments: 5
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CONFIRMATION OF TRADEMARK ASSIGNMENT

THIS CONFIRMATION OF ASSIGNMENT OF TRADEMARKS, dated as of November 29, 2012 (this "Assignment"), is made by OP Holdings LLC, a Delaware limited liability company ("Assignor"), having a place of business at 103 Foulk Road, Suite 153, Wilmington, Delaware 19803, in favor of Icon DE Brand Holdings Corp., a Delaware corporation ("Assignee"), having a place of business at 103 Foulk Road, Suite 202, Wilmington, Delaware 19803. Capitalized terms used herein but not otherwise defined herein have the meanings ascribed to them in the Contribution Agreement (as defined below).

W I T N E S S E T H:

WHEREAS, Assignor owns the entire right, title and interest in, to and under the registered trademarks and trademark applications listed on Schedule A (the "Marks");

WHEREAS, Assignor and Assignee have entered into the Icon DE Brand Holdings Corp. Contribution Agreement, dated as of November 29, 2012 (the "Contribution Agreement"), and incorporated herein by reference, pursuant to which Assignor has assigned certain assets to Assignee, including the Marks listed on Schedule A attached hereto, on the terms and conditions contained therein.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged:

1. Assignor hereby confirms that it has sold, granted, conveyed, assigned, and set over unto Assignee, its successors, legal representatives, and assigns, on an exclusive basis all of its right, title and interest in and to the Marks set forth in Schedule A attached hereto and made apart hereof, including the goodwill of the businesses with which the Marks are associated, and to all of the assets, properties, contracts, rights and obligations relating thereto, including without limitation, any renewals and/or extensions thereof, for all territories of the world in perpetuity, and further including all income, royalties, and damages now and hereafter due and/or payable to Assignee, including without limitation, damages and payments for past or future infringements and misappropriations thereof, all rights to sue for past, present and future infringements or misappropriations thereof, and all rights corresponding to any of the above throughout the world. The parties agree that the terms and conditions of this Assignment, including this Section 1, are more fully set forth in the Contribution Agreement, the terms and conditions which are incorporated herein.

2. Assignor hereby authorizes and requests the Register of the United States Patent and Trademark Office, and any official of any country or countries foreign to the United States, whose duty is to issue trademark registrations or other evidence or forms of industrial property protection on applications as aforesaid, to issue the same to the Assignee, its successors, legal representatives and assigns, with respect to the Marks in accordance with the terms of this instrument.

3. Assignor hereby agrees to execute upon the request of Assignee such additional instruments, documents and papers as are necessary to continue, secure, defend,

register and otherwise give full effect to and to perfect the rights of Assignee under this Assignment in and to the Marks, including all documents necessary to register in the name of Assignee the assignment of the Marks with the United States Patent and Trademark Office, and with respect to any equivalent foreign rights, with any other appropriate trademark office or registrar.

4. This Assignment shall be governed by, and construed and enforced in accordance with, the laws of the State of New York.

5. This Assignment may be executed in any number of counterparts, each of which shall be any original, but such counterparts shall together constitute but one and the same instrument. Facsimile transmission of any signed original counterpart and/or retransmission of any signed facsimile transmission shall be deemed the same as the delivery of an original.

IN TESTIMONY WHEREOF, the parties have caused this Assignment to be duly executed by its duly authorized officer on the date set forth above.

OP HOLDINGS LLC,
as Assignor

By: 

Name: Warren Clamen

Title: President and Treasurer

ICON DE BRAND HOLDINGS CORP.,
as Assignee

By: 

Name: Warren Clamen

Title: Vice President and Treasurer

Signature Page to Confirmation of Assignment of US Trademarks between
OP Holdings and DE Holdings

SCHEDULE A

Registered Trademarks and Trademark Applications

Jurisdiction	Mark	Owner	Application Date	Application No.	Registration Date	Registration No.	Status	Class(es)
U.S.	OCEAN PACIFIC	OP HOLDINGS LLC	10/19/2011	85450753	5/8/2012	4139235	Registered	24
U.S.	OCEAN PACIFIC	OP HOLDINGS LLC	10/18/2011	85449706	N/A	N/A	Allowed	14
U.S.	OCEAN PACIFIC	OP HOLDINGS LLC	10/18/2011	85449732	N/A	N/A	Allowed	18
U.S.	OCEAN PACIFIC	OP HOLDINGS LLC	9/8/2011	85417405	5/8/2012	4138544	Registered	12
U.S.	OP	OP HOLDINGS LLC	3/24/2011	85275280	N/A	N/A	Allowed	28
U.S.	OP	OP HOLDINGS LLC	3/24/2011	85275274	N/A	N/A	Allowed	14
U.S.	OP	OP HOLDINGS LLC	7/9/2009	77777695	2/16/2010	3749521	Registered	12
U.S.	OP	OP HOLDINGS LLC	12/23/2008	77639202	7/14/2009	3654167	Registered	9
U.S.	OP	OP HOLDINGS LLC	3/28/2002	76389398	6/22/2004	2856406	Registered	28
U.S.	OP	OP HOLDINGS LLC	1/15/2002	76976484	6/16/2004	2854837	Registered	24
U.S.	OCEAN PACIFIC	OP HOLDINGS LLC	12/18/2001	76350183	10/5/2004	2891591	Registered	3
U.S.	OP	OP HOLDINGS LLC	5/18/2001	76259835	8/5/2003	2748118	Registered	18, 25, 41
U.S.	OP	OP HOLDINGS LLC	8/28/2000	76118031	7/29/2003	2742962	Registered	3
U.S.	OCEAN PACIFIC	OP HOLDINGS LLC	4/30/1990	74054361	4/16/1991	1641210	Registered	25, 28
U.S.	OP	OP HOLDINGS LLC	4/23/1990	74051480	4/2/1991	1639594	Registered	14, 18, 24, 25, 28
U.S.	OCEAN PACIFIC	OP HOLDINGS LLC	7/31/1985	73551091	2/11/1986	1382503	Registered	28
U.S.	OP	OP HOLDINGS	6/27/1983	73432243	9/4/1984	1293032	Registered	28

Jurisdiction	Mark	Owner	Application Date	Application No.	Registration Date	Registration No.	Status	Class(es)
		LLC						
U.S.	OP	OP HOLDINGS LLC	12/6/1982	73404997	12/11/1984	1309084	Registered	25
U.S.	OCEAN PACIFIC	OP HOLDINGS LLC	4/4/1975	73048507	10/12/1976	1050102	Registered	25
U.S.	72	OP HOLDINGS LLC	9/24/2002	78167458	4/3/2007	3223734	Registered	25
U.S.	OP PRO	OP HOLDINGS LLC	5/4/1990	74055964	4/2/1991	1639812	Registered	25
U.S.	OP PRO	OP HOLDINGS LLC	8/18/1989	73819890	5/1/1990	1594622	Registered	41