

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
Sierra Designs Acquisition Company, LLC	FORMERLY Sierra Designs Acquisition Corporation	11/27/2013	LIMITED LIABILITY COMPANY: DELAWARE
American Recreation Products, LLC	FORMERLY American Recreation Products, Inc.	11/27/2013	LIMITED LIABILITY COMPANY: DELAWARE
Kellwood Company, LLC	FORMERLY Kellwood Company	11/27/2013	LIMITED LIABILITY COMPANY: DELAWARE
Phat Fashions LLC		11/27/2013	LIMITED LIABILITY COMPANY: NEW YORK

RECEIVING PARTY DATA

Name:	Wells Fargo Bank, National Association, as Agent
Street Address:	1100 Abernathy Rd., Ste 1600
City:	Atlanta
State/Country:	GEORGIA
Postal Code:	30328
Entity Type:	National Banking Association: UNITED STATES

PROPERTY NUMBERS Total: 41

Property Type	Number	Word Mark
Registration Number:	4412032	EXOFUSION
Registration Number:	4188106	DRIDOWN
Registration Number:	4387354	WENZEL
Registration Number:	4362195	AIRPITCH
Registration Number:	4222717	AGILE
Registration Number:	4061334	VERSAFLY
Registration Number:	3945747	REVIVAL
Registration Number:	4119016	SORCERY
Registration Number:	4119015	PROPHECY

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Registration Number:	4422122	KELTY
Registration Number:	4422121	KELTY
Registration Number:	4422120	KELTY
Registration Number:	4411157	JOLT
Registration Number:	4261759	SAG HARBOR PERFECT FIT WAISTBAND
Registration Number:	4237644	HOLLYWOULD
Registration Number:	4187271	BRIGGS NEW YORK PERFECT FIT WAISTBAND
Registration Number:	4183915	WIT AND WISDOM
Registration Number:	4116176	LXF
Registration Number:	4097090	LAMB & FLAG
Registration Number:	4097089	LAMB & FLAG
Registration Number:	4097087	LAMB & FLAG
Registration Number:	4083538	MELISSA HARPER
Registration Number:	4081333	BEAUTIFUL REBELLION
Registration Number:	4081307	LXF
Registration Number:	4146904	MEMOIR
Registration Number:	1640586	MELISSA HARPER
Registration Number:	1636516	NORTHERN ISLES II
Registration Number:	1601667	RECREATION
Registration Number:	1595503	CHAYA
Registration Number:	1195248	FINESSE
Registration Number:	1775315	FRITZI CALIFORNIA
Serial Number:	85971951	ULTIMATE DIRECTION
Serial Number:	85972104	FASTDRAW
Serial Number:	85861543	ISIS
Serial Number:	85972084	SIGNATURE SERIES
Serial Number:	85958735	KELTY
Serial Number:	85958706	KELTY
Serial Number:	85958621	KELTY
Serial Number:	85958605	KELTY
Serial Number:	85958557	KELTY
Serial Number:	85861559	ISIS

CORRESPONDENCE DATA

Fax Number: 3123322196

TRADEMARK
REEL: 005162 FRAME: 0450

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

Phone: 312.863.7266
Email: justin.debruyne@goldbergkohn.com
Correspondent Name: Justin DeBruyne
Address Line 1: c/o Goldberg Kohn, 55 E. Monroe St.
Address Line 2: Suite 3300
Address Line 4: Chicago, ILLINOIS 60603

ATTORNEY DOCKET NUMBER:	1989.283
NAME OF SUBMITTER:	Justin DeBruyne
Signature:	/justin debruyne/
Date:	11/27/2013

Total Attachments: 6
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**AMENDMENT NO. 1 TO
TRADEMARK SECURITY AGREEMENT**

THIS AMENDMENT NO. 1 to Trademark Security Agreement is dated as of November 27, 2013 (this "Amendment") and is made by and between SIERRA DESIGNS ACQUISITION COMPANY, LLC, a Delaware limited liability company, f/k/a Sierra Designs Acquisition Corporation, a Delaware corporation, AMERICAN RECREATION PRODUCTS, LLC, a Delaware limited liability company, f/k/a American Recreation Products, Inc., a Delaware corporation, KELLWOOD COMPANY, LLC, a Delaware limited liability company, f/k/a Kellwood Company, a Delaware corporation, and PHAT FASHIONS LLC, a New York limited liability company (collectively, jointly and severally, "Grantors", and each, individually, "Grantor"), and WELLS FARGO BANK, NATIONAL ASSOCIATION, in its capacity as Agent for the Lenders and the Secured Parties (in such capacity, together with its successors and assigns in such capacity, "Agent").

WHEREAS, Grantors and Agent entered into that certain Trademark Security Agreement dated as of October 19, 2011 (as amended, restated, supplemented, or otherwise modified from time to time, the "Trademark Security Agreement");

WHEREAS, the Trademark Security Agreement was duly recorded in the United States Patent and Trademark Office on October 19, 2011, Reel/Frame: 004644/0496;

WHEREAS, since the date of the Grantors' execution of the Trademark Security Agreement, Grantors have acquired interests in certain additional Trademarks, all of which are listed on Schedule A hereto (the "New Trademarks"); and

WHEREAS, in accordance with Section 5 of the Trademark Security Agreement, the parties hereto agree to amend the Trademark Security Agreement to confirm the inclusion of such New Trademarks;

NOW, THEREFORE, for good and valuable consideration, the receipt and legal sufficiency of which are hereby acknowledged, the parties hereto hereby agree to amend the Trademark Security Agreement as follows:

1. Definitions. All capitalized terms used herein but not otherwise defined herein shall have the meanings ascribed to them in the Trademark Security Agreement.

2. Security Interest in New Trademarks. To secure the Secured Obligations, each Grantor hereby grants and pledges to Agent, for the benefit of the Secured Parties, and hereby reaffirms its prior grant pursuant to the Security Agreement and the Trademark Security Agreement of, a continuing security interest in such Grantor's right, title and interest in and to the Trademark Collateral, whether now owned or hereafter acquired or arising, including the New Trademarks.

3. Supplemented Schedule A. Schedule I of the Trademark Security Agreement is hereby supplemented to add the New Trademarks.


4. Effect of Amendment. Except as expressly amended by this Amendment, the terms of the Trademark Security Agreement shall remain in full force and effect as executed.

[Signature Pages Follow]

IN WITNESS WHEREOF, each Grantor and Agent have each caused this Amendment to be duly executed and delivered by an officer thereunto duly authorized as of the date first above written.

GRANTORS:

SIERRA DESIGNS ACQUISITION COMPANY, LLC
AMERICAN RECREATION PRODUCTS, LLC

Each By: 

Name: Joseph J. Lombardi

Title: Senior Vice President

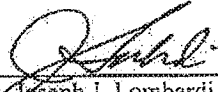
KELLWOOD COMPANY, LLC

By: 

Name: Joseph J. Lombardi

Title: Chief Financial Officer

PHAT FASHIONS LLC

By: 
Name: Joseph J. Lombardi
Title: Chief Financial Officer

ACCEPTED AND ACKNOWLEDGED BY:

WELLS FARGO BANK, NATIONAL
ASSOCIATION, as Agent

By: SK
Name: Stefana Kornicer
Title: AVP

SCHEDULE A

TRADEMARK REGISTRATIONS

MARK	REGISTRATION NO.	DATE	OWNER
EXOFUSION	4412032	10/1/13	Sierra Designs Acquisition Company, LLC
DRIDOWN	4188106	8/07/12	Sierra Designs Acquisition Company, LLC
WENZEL	4387354	8/20/13	American Recreation Products, LLC
AIRPITCH	4362195	7/02/13	American Recreation Products, LLC
AGILE	4222717	10/09/12	American Recreation Products, LLC
VERSAFLY	4061334	11/22/11	American Recreation Products, LLC
REVIVAL	3945747	4/12/11	American Recreation Products, LLC
SORCERY	4119016	3/27/12	American Recreation Products, LLC
PROPHECY	4119015	3/27/12	American Recreation Products, LLC
KELTY	4422122	10/22/13	American Recreation Products, LLC
KELTY	4422121	10/22/13	American Recreation Products, LLC
KELTY	4422120	10/22/13	American Recreation Products, LLC
JOLT	4411157	10/01/13	Kellwood Company, LLC
SAG HARBOR PERFECT FIT WAISTBAND	4261759	12/18/12	Kellwood Company, LLC
HOLLYWOULD	4237644	11/06/12	Kellwood Company, LLC
BRIGGS NEW YORK PERFECT FIT WAISTBAND	4187271	7/31/12	Kellwood Company, LLC
WIT AND WISDOM	4183915	7/31/12	Kellwood Company, LLC
LXF	4116176	3/20/12	Kellwood Company, LLC
LAMB & FLAG	4097090	2/07/12	Kellwood Company, LLC

LAMB & FLAG	4097089	2/07/12	Kellwood Company, LLC
LAMB & FLAG	4097087	2/07/12	Kellwood Company, LLC
MELISSA HARPER	4083538	1/10/12	Kellwood Company, LLC
BEAUTIFUL REBELLION	4081333	1/03/12	Kellwood Company, LLC
LXF	4081307	1/03/12	Kellwood Company, LLC
MEMOIR	4146904	5/22/12	Kellwood Company, LLC
MELISSA HARPER	1640586	4/09/91	Kellwood Company, LLC
NORTHERN ISLES II	1636516	2/26/91	Kellwood Company, LLC
RECREATION	1601667	6/12/90	Kellwood Company, LLC
CHAYA	1595503	5/08/90	Kellwood Company, LLC
FINESSE	1195248	5/11/82	Kellwood Company, LLC
FRITZI CALIFORNIA (and Design)	1775315	6/08/93	Kellwood Company, LLC

TRADEMARK APPLICATIONS

MARK	SERIAL NO.	DATE	OWNER
ULTIMATE DIRECTION	85971951	6/27/13	American Recreation Products, LLC
FASTDRAW	85972104	6/27/13	American Recreation Products, LLC
ISIS	85861543	2/27/13	American Recreation Products, LLC
SIGNATURE SERIES	85972084	06/27/13	American Recreation Products, LLC
KELTY	85958735	06/13/13	American Recreation Products, LLC
KELTY	85958706	06/13/13	American Recreation Products, LLC
KELTY	85958621	06/13/13	American Recreation Products, LLC
KELTY	85958605	06/13/13	American Recreation Products, LLC
KELTY	85958557	06/13/13	American Recreation Products, LLC
ISIS	85861559	02/27/13	American Recreation Products, LLC