

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM347671

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	TERMINATION AND RELEASE OF TRADEMARK SECURITY AGREEMENT

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
TCW Direct Lending, a division of TCW Special Situations, LLC		07/10/2015	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Blair LLC
Street Address:	220 Hickory Street
City:	Warren
State/Country:	PENNSYLVANIA
Postal Code:	16366
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 91

Property Type	Number	Word Mark
Registration Number:	3694253	DANCING DOLLS
Registration Number:	3546229	SMART FIT
Registration Number:	4338741	INTIMATE APPEAL
Registration Number:	3321356	SIGNATURE COLLECTION BY VICKI WAYNE
Registration Number:	3482356	JUDY BOND
Registration Number:	3373165	VICKI WAYNE
Registration Number:	3393331	VICKI WAYNE
Registration Number:	3478147	STUDIO SERIES BY VICKI WAYNE
Registration Number:	3478146	ESSENTIALS BY VICKI WAYNE
Registration Number:	3469545	VICKI BLUE
Registration Number:	2970745	COWARD
Registration Number:	2991919	OLD PUEBLO TRADERS
Registration Number:	2973895	INTIMATE APPEAL
Registration Number:	3783780	SMARTFIT
Registration Number:	3511824	SHOP THE BAY.COM
Registration Number:	3508463	SHOP THE BAY
Registration Number:	3547992	SIGNATURE COLLECTION BY VICKI WAYNE

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Property Type	Number	Word Mark
Registration Number:	3667359	COORDINATES BY VICKI WAYNE
Registration Number:	3667358	ESSENTIALS BY VICKI WAYNE
Registration Number:	3489860	COORDINATES BY VICKI WAYNE
Registration Number:	2214562	DAVID CALAIS
Registration Number:	2055472	VICKI WAYNE'S
Registration Number:	1680348	INTIMATE APPEAL
Registration Number:	1649648	REGALIA
Registration Number:	1556819	VALUE SHOWCASE
Registration Number:	1503096	SERBIN SPORT
Registration Number:	1499030	UNIQUE PETITE
Registration Number:	1458320	EASY LIVING
Registration Number:	1435705	MARK REED
Registration Number:	1336665	VICKI WAYNE'S
Registration Number:	1336664	OLD PUEBLO TRADERS
Registration Number:	1370230	HEAVENLY COMFORT
Registration Number:	1342544	OLD PUEBLO TRADERS VICKI WAYNE'S
Registration Number:	1202124	NANCY'S CHOICE
Registration Number:	1133650	SERENDIPITY
Registration Number:	1126618	AMBASSADOR
Registration Number:	0885089	DRY DOCK BY SERBIN
Registration Number:	0606130	SERBIN
Registration Number:	1180174	LADY AMBASSADOR
Registration Number:	0073661	COWARD
Registration Number:	4406419	BEDFORD FAIR
Registration Number:	4327930	BEDFORD FAIR LIFESTYLES
Registration Number:	3193041	WILLOW RIDGE
Registration Number:	3062216	BEDFORD FAIR LIFESTYLES
Registration Number:	3019960	CLOTHES THAT DO MORE FOR LESS
Registration Number:	2991988	BFA CLASSICS
Registration Number:	3013102	BEDFORD FAIR
Registration Number:	3243509	FOR ALL YOU ARE
Registration Number:	3274113	WILLOW RIDGE
Registration Number:	3273859	BFA CLASSICS
Registration Number:	1636210	BLAIR-PLUS
Serial Number:	86116324	SCANDIA WOODS
Registration Number:	4435052	JOHN BLAIR
Registration Number:	4313521	BLAIR OUTLET
Serial Number:	85801365	SCANDIA FLEECE

Property Type	Number	Word Mark
Serial Number:	85775153	SCANDIA WOODS
Registration Number:	4328225	TWO TWENTY
Registration Number:	3262468	BLAIR
Serial Number:	77787976	WALKER & FETCH
Registration Number:	3739703	IMPROVED LIVING
Registration Number:	3739695	IMPROVED LIVING
Registration Number:	3857523	IMPROVED LIVING
Registration Number:	3603863	LADY BLAIR
Registration Number:	3425807	LADY BLAIR
Registration Number:	3311249	BLAIR
Registration Number:	3374988	BLAIR
Registration Number:	2793723	ADJUST-A-BAND
Registration Number:	2061091	BLAIR
Registration Number:	2008690	BLAIR
Registration Number:	2134847	BLAIR
Registration Number:	1624256	BLAIR
Registration Number:	1626066	BLAIR BOUTIQUE
Registration Number:	1582710	ELISABETH WILLIAMS
Registration Number:	1563972	BLAIR
Registration Number:	1543353	IMPROVED LIVING
Registration Number:	1584039	IMPROVED LIVING
Registration Number:	1360765	PERSONAL CHOICE
Registration Number:	1422914	BLAIR
Registration Number:	1283914	BLAIR
Registration Number:	1051930	BLAIRGUARD
Registration Number:	1656300	SCANDIA WOODS
Registration Number:	1558163	IRVINE PARK
Registration Number:	0930561	JOHN BLAIR
Registration Number:	0910968	JOHN BLAIR
Registration Number:	0790047	JOHN BLAIR
Registration Number:	0924751	JB
Registration Number:	1554789	LEW MAGRAM
Registration Number:	0925944	WILROY
Serial Number:	72206793	WILROY
Registration Number:	2823666	WHATEVER IT TAKES
Registration Number:	2966236	MONTEREY BAY CLOTHING COMPANY

CORRESPONDENCE DATA

**TRADEMARK
REEL: 005578 FRAME: 0366**

Fax Number: 2125935955

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: 212-756-2132

Email: scott.kareff@srz.com

Correspondent Name: S. Kareff c/o Schulte Roth & Zabel LLP

Address Line 1: 919 Third Avenue

Address Line 2: 22nd Floor

Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	054592-0002
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NAME OF SUBMITTER:	Scott Kareff (054592-0002)
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SIGNATURE:	/kc for sk/
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DATE SIGNED:	07/10/2015
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Total Attachments: 4

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**TERMINATION AND RELEASE OF
TRADEMARK SECURITY AGREEMENT**

THIS TERMINATION AND RELEASE OF TRADEMARK SECURITY AGREEMENT (this "Termination"), is dated as of July 10, 2015 and made by **TCW DIRECT LENDING**, a division of TCW Special Situations, LLC, in its capacity as Collateral Agent (the "Collateral Agent") to **BLAIR LLC** (the "Pledgor").

WHEREAS, pursuant to that certain Trademark Security Agreement dated as of December 20, 2013, made by the Pledgor in favor of the Collateral Agent (the "Trademark Security Agreement"), a security interest was granted by the Pledgor to the Collateral Agent in certain collateral, including the Trademarks (as hereinafter defined);

WHEREAS, the Trademark Security Agreement was recorded with the United States Patent and Trademark Office on December 20, 2013, at Reel 5179 and Frame 0320; and

WHEREAS, Collateral Agent now desires to terminate and release the Trademark Security Agreement;

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, and upon the terms set forth in this Termination, Collateral Agent hereby states as follows:


1. Definitions. The term "Trademarks," as used herein, shall mean all of the Pledgor's right, title and interest of every kind and nature as of the date hereof in the trademarks listed on Schedule A hereto.

2. Release of Security Interest. Collateral Agent hereby terminates the Trademark Security Agreement and terminates, releases and discharges its security interest in the Trademarks and reassigns to the person or persons legally entitled thereto all right, title and interest of Collateral Agent in the Trademarks.

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IN WITNESS WHEREOF, the Collateral Agent has caused this Termination to be executed by its duly authorized officer as of the date first written above.

TCW DIRECT LENDING, a division of
TCW SPECIAL SITUATIONS, LLC,
as Collateral Agent

By: 
Name: Richard Miller
Title: Authorized Signatory

Schedule A

Trademark Registrations/Applications

MARK	SERIAL NUMBER	REGISTRATION NUMBER	REGIS. DATE
DANCING DOLLS	78846774	3694253	10/6/2009
SMART FIT	77411053	3546229	12/16/2008
INTIMATE APPEAL	85743148	4338741	5/21/2013
SIGNATURE COLLECTION BY VICKI WAYNE	78842093	3321356	10/23/2007
JUDY BOND	78861661	3482356	8/5/2008
VICKI WAYNE	78979626	3373165	1/22/2008
VICKI WAYNE	78897880	3393331	3/4/2008
STUDIO SERIES BY VICKI WAYNE	78828910	3478147	7/29/2008
ESSENTIALS BY VICKI WAYNE	78828887	3478146	7/29/2008
VICKI BLUE	78828818	3469545	7/15/2008
COWARD	78440739	2970745	7/19/2005
OLD PUEBLO TRADERS	78366105	2991919	9/6/2005
INTIMATE APPEAL	78310426	2973895	7/19/2005
SMARTFIT	77801841	3783780	5/4/2010
SHOP THE BAY.COM	77411515	3511824	10/7/2008
SHOP THE BAY	77411482	3508463	9/30/2008
SIGNATURE COLLECTION BY VICKI WAYNE	77351022	3547992	12/16/2008
COORDINATES BY VICKI WAYNE	77350969	3667359	8/11/2009
ESSENTIALS BY VICKI WAYNE	77350526	3667358	8/11/2009
COORDINATES BY VICKI WAYNE	77232221	3489860	8/19/2008
DAVID CALAIS	75390967	2214562	12/29/1998
VICKI WAYNE'S	75127842	2055472	4/22/1997
INTIMATE APPEAL	74145319	1680348	3/24/1992
REGALIA	74020955	1649648	7/2/1991
VALUE SHOWCASE	73778622	1556819	9/19/1989
SERBIN SPORT	73687002	1503096	9/6/1988
UNIQUE PETITE	73683187	1499030	8/2/1988
EASY LIVING	73647797	1458320	9/22/1987
MARK REED	73616143	1435705	4/7/1987
VICKI WAYNE'S	73508579	1336665	5/21/1985
OLD PUEBLO TRADERS	73508538	1336664	5/21/1985
HEAVENLY COMFORT	73505011	1370230	11/12/1985
OLD PUEBLO TRADERS VICKI WAYNE'S	73465909	1342544	6/18/1985
NANCY'S CHOICE	73311144	1202124	7/20/1982
SERENDIPITY	73171435	1133650	4/22/1980
AMBASSADOR	73153946	1126618	11/6/1979
DRY DOCK BY SERBIN	72308038	885089	1/27/1970
SERBIN	71671532	606130	5/17/1955
LADY AMBASSADOR	73220012	1180174	12/1/1981
COWARD	71039493	73661	5/11/1909
BEDFORD FAIR	85844105	4406419	9/24/2013
BEDFORD FAIR LIFESTYLES	85720906	4327930	4/30/2013
WILLOW RIDGE	78811142	3193041	1/2/2007
BEDFORD FAIR LIFESTYLES	78382765	3062216	2/28/2006
CLOTHES THAT DO MORE FOR LESS	78400389	3019960	11/29/2005
BFA CLASSICS	78382774	2991988	9/6/2005
BEDFORD FAIR	78382773	3013102	11/8/2005
FOR ALL YOU ARE	78382778	3243509	5/22/2007

MARK	SERIAL NUMBER	REGISTRATION NUMBER	REGIS. DATE
WILLOW RIDGE	77081811	3274113	8/7/2007
BFA CLASSICS	77022411	3273859	8/7/2007
BLAIR-PLUS	74053658	1636210	2/26/1991
SCANDIA WOODS	86116324	N/A	N/A
JOHN BLAIR	85761520	4435052	11/19/2013
BLAIR OUTLET	85216117	4313521	4/2/2013
SCANDIA FLEECE	85801365	N/A	N/A
SCANDIA WOODS	85775153	N/A	N/A
TWO TWENTY	85725229	4328225	4/30/2013
BLAIR	78617467	3262468	7/10/2007
WALKER & FETCH	77787976	N/A	N/A
IMPROVED LIVING	77762149	3739703	1/19/2010
IMPROVED LIVING	77762055	3739695	1/19/2010
IMPROVED LIVING	77624585	3857523	10/5/2010
LADY BLAIR	77369755	3603863	4/7/2009
LADY BLAIR	77231573	3425807	5/13/2008
BLAIR	77086960	3311249	10/16/2007
BLAIR	77058143	3374988	1/29/2008
ADJUST-A-BAND	76351903	2793723	12/16/2003
BLAIR	75097096	2061091	5/13/1997
BLAIR	75028617	2008690	10/15/1996
BLAIR	75008109	2134847	2/3/1998
BLAIR	74031929	1624256	11/20/1990
BLAIR BOUTIQUE	74013171	1626066	12/4/1990
ELISABETH WILLIAMS	73813427	1582710	2/13/1990
BLAIR	73780989	1563972	10/31/1989
IMPROVED LIVING	73738785	1543353	6/13/1989
IMPROVED LIVING	73732092	1584039	2/20/1990
PERSONAL CHOICE	73525941	1360765	9/17/1985
BLAIR	73450549	1422914	12/30/1986
BLAIR	73402356	1283914	6/26/1984
BLAIRGUARD	73073546	1051930	10/2/1976
SCANDIA WOODS	73658667	1656300	9/10/1991
IRVINE PARK	73781458	1558163	9/26/1989
JOHN BLAIR	72381037	930561	3/7/1972
JOHN BLAIR	72362270	910968	4/6/1971
JOHN BLAIR	72200200	790047	5/25/1965
JB	72363565	924751	11/30/1971
LEW MAGRAM	73731687	1554789	9/5/1989
WILROY	72389088	925944	12/21/1971
WILROY	72206793	72206793	1/18/1966
WHATEVER IT TAKES	76021791	2823666	3/15/2004
MONTEREY BAY CLOTHING COMPANY	78242057	2966236	7/12/2005