

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM522254

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	PARTIAL RELEASE OF PATENT AND TRADEMARK SECURITY INTERESTS

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
JPMORGAN CHASE BANK, N.A., as Administrative Agent		05/06/2019	ASSOCIATION: UNITED STATES

RECEIVING PARTY DATA

Name:	MAURICES INCORPORATED
Street Address:	425 West Superior Street
City:	Duluth
State/Country:	MINNESOTA
Postal Code:	55802
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 62

Property Type	Number	Word Mark
Registration Number:	5649391	SUNGARI
Registration Number:	4724559	INSIDE VOICE
Registration Number:	4770109	
Registration Number:	4774041	M
Registration Number:	4770205	MAURICES INMOTION
Registration Number:	4499798	M
Registration Number:	4671741	I AM REAL
Registration Number:	4422323	AMIA
Registration Number:	3974704	DENIM JEANERATOR
Registration Number:	4119294	MAIN STREET MODEL SEARCH
Registration Number:	3977272	MAURICES RESCUES & RUNWAYS
Registration Number:	3953885	MAURICES SMALL TOWN CHARM
Registration Number:	4014773	MAURICES SMALL TOWN SOUND
Registration Number:	3974040	RESCUES & RUNWAYS
Registration Number:	3988978	RESCUES & RUNWAYS MAURICES
Registration Number:	3953884	SMALL TOWN CHARM
Registration Number:	4020588	SMALL TOWN TUNES
Registration Number:	3847915	TEMPT

OP \$1565.00 5649391

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	4064846	SMALL TOWN SOUND
Registration Number:	4111049	MAURICES STYLE MINUTE
Registration Number:	4061576	I AM POLISHED
Registration Number:	4061577	I AM STUNNING
Registration Number:	4061575	I AM SMART
Registration Number:	1095513	MAURICES
Registration Number:	3386467	MAURICES
Registration Number:	1554829	DWEEBIE
Registration Number:	1829043	THE MEN'S COMPANY
Registration Number:	2466324	STUDIO Y
Registration Number:	3256506	BLUE BUCK\$
Registration Number:	3357793	MYLIU
Registration Number:	3243796	INDUSTRIAL EXCHANGE
Registration Number:	3698119	LOVE WHAT YOU WEAR. ADORABLE. AFFORDABLE
Registration Number:	3620503	ADISON
Registration Number:	3836455	MAURICES TEMPT
Serial Number:	88073545	CAMBRIDGE & CLOVER BY MAURICES
Serial Number:	87933569	FLAWLESS BY MAURICES
Serial Number:	86244676	THE "IT" FIT
Serial Number:	86278209	
Serial Number:	86278212	
Serial Number:	86278214	
Serial Number:	86278219	M
Serial Number:	86278221	M
Serial Number:	86278223	M
Serial Number:	86279704	BECAUSE
Serial Number:	86309714	MAURICES INMOTION
Serial Number:	86309715	MAURICES INMOTION
Serial Number:	86309716	MAURICES INMOTION
Serial Number:	86019954	HAPPILY REWARDED
Serial Number:	86033559	M
Serial Number:	86035218	INSIDE VOICE
Serial Number:	85637378	PAVÉ
Serial Number:	85250558	93
Serial Number:	85304013	AMIA
Serial Number:	85354289	CHRISTOPHER STRAUB
Serial Number:	85205636	DENIM FLEX
Serial Number:	85153928	FOR THE RUNWAY OF LIFE

Property Type	Number	Word Mark
Serial Number:	85580994	MAURICES HOMETOWN SOUND
Serial Number:	85250569	NINETY-THREE
Serial Number:	85153932	WE'RE HER STYLIST AND THIS IS HER RUNWAY
Serial Number:	85161573	WINSPIRE
Serial Number:	85065298	SMALL TOWN SOUND
Serial Number:	77618806	CHARMED LIFE 1

CORRESPONDENCE DATA

Fax Number:

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: 800-494-5225
Email: ipteam@cogencyglobal.com
Correspondent Name: Stewart Walsh
Address Line 1: 1025 Vermont Ave NW, Ste 1130
Address Line 2: COGENCY GLOBAL Inc.
Address Line 4: Washington, D.C. 20005

ATTORNEY DOCKET NUMBER:	1078325 TM
NAME OF SUBMITTER:	ANNETTE VERA
SIGNATURE:	/ANNETTE VERA/
DATE SIGNED:	05/06/2019

Total Attachments: 6
source=Ascena_Partial Release of Trademarks (ABL)_2019 [Final]#page2.tif
source=Ascena_Partial Release of Trademarks (ABL)_2019 [Final]#page3.tif
source=Ascena_Partial Release of Trademarks (ABL)_2019 [Final]#page4.tif
source=Ascena_Partial Release of Trademarks (ABL)_2019 [Final]#page5.tif
source=Ascena_Partial Release of Trademarks (ABL)_2019 [Final]#page6.tif
source=Ascena_Partial Release of Trademarks (ABL)_2019 [Final]#page7.tif

PARTIAL RELEASE OF PATENT AND TRADEMARK SECURITY INTERESTS dated as of May 6, 2019 (this "Partial Release"), by JPMORGAN CHASE BANK, N.A., as Administrative Agent (the "Administrative Agent") in favor of MAURICES INCORPORATED, a Delaware corporation (the "Grantor"). Capitalized terms used herein and not otherwise defined shall have the meanings assigned to such terms in the Credit Agreement (as defined below) or the Security Agreement (as defined below).

A. Reference is made (i) the Amended and Restated Credit Agreement dated as of January 3, 2011, as amended and restated as of February 27, 2018 (as amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement"), among the Ascena Retail Group, Inc. (the "Company"), the Borrowing Subsidiaries party thereto (together with the Company, the "Borrowers"), the other Loan Parties party thereto, the Lenders party thereto, the Issuing Banks party thereto and JPMorgan Chase Bank, N.A., as Administrative Agent and Swingline Lender and (ii) the Amended and Restated Pledge and Security Agreement dated as of August 21, 2015 (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement"), among the Borrowers, the subsidiaries of the Company listed on the signature pages thereof or from time to time party thereto and the Administrative Agent, for the benefit of the Lender Parties. Reference is further made to the (i) Trademark Security Agreement dated April 1, 2019, among Grantor and the other grantors listed therein and the Administrative Agent, (ii) Trademark Security Agreement dated August 21, 2015, among Grantor and the other grantors listed therein and the Administrative Agent, (iii) Trademark Security Agreement dated April 6, 2015, among Grantor and the other grantors listed therein and the Administrative Agent, (iv) Trademark Security Agreement dated April 4, 2014, among Grantor and the other grantors listed therein and the Administrative Agent, (v) Trademark Security Agreement dated December 9, 2013, among Grantor and the other grantors listed therein and the Administrative Agent, (vi) Trademark Security Agreement dated March 28, 2013, among Grantor and the other grantors listed therein and the Administrative Agent, (vii) Patent and Trademark Security Agreement dated June 14, 2012, among Grantor and the other grantors listed therein and the Administrative Agent, (viii) Patent and Trademark Security Agreement dated January 3, 2011 among Grantor and the other grantors listed therein and the Administrative Agent and (ix) Patent and Trademark Security Agreement dated November 25, 2009, among Grantor and the other grantors listed therein and the Administrative Agent (collectively, the "IP Security Agreements") and together with the Credit Agreement and the Security Agreement, the "Security Documents").

B. Pursuant to the Security Documents, the Grantor granted to the Administrative Agent, for the benefit of the holders of the Secured Obligations, a security interest in all right, title or interest of the Grantor in, among other things, the trademarks of the Grantor set forth on Schedule I (the "Released Trademark Collateral"), which security interests were recorded with the United States Patent and Trademark Office on (i) April 2, 2019 at Reel/Frame 6606/0073, (ii) August 27, 2015 at Reel/Frame 5610/0139, (iii) April 20, 2015 at Reel/Frame 5501/0027, (iv) April 7, 2014 at Reel/Frame 5253/0856, (v) December 19, 2013 at Reel/Frame 5178/0436, (vi) April 10, 2013 at Reel/Frame 5002/0845, (vii) July 9, 2012 at Reel/Frame 4816/0560, (viii) March 21, 2011 at Reel/Frame 4502/067 and (ix) January 4, 2010 at Reel/Frame 4123/0723 and with the Canadian Intellectual Property Office on August 2, 2012, file number 160138.

C. The Borrowers hereby notify the Administrative Agent that the Grantor is a party to the Stock Purchase Agreement dated as of March 24, 2019 (the "Purchase Agreement"), among the Company, the Grantor and Viking Brand Upper Holdings, L.P., a Cayman Islands exempted limited partnership (the "Purchaser"), pursuant to which the Company has agreed to transfer certain of its assets, including the Released Trademark Collateral (such assets, to the extent sold pursuant to the Purchase Agreement, the "Transferred Assets") to the Purchaser.

D. Pursuant to Section 9.02(c) of the Credit Agreement, and acting in reliance upon the Confirmation of Release of Liens and Termination of Guarantee dated the date hereof, between the Company and the Administrative Agent, the Administrative Agent does hereby release, relinquish and discharge any and all security interests it has against the Released Trademark Collateral, and hereby reassigns to the Grantor any and all right, title, and interest that the Administrative Agent may have in or to such Release Trademark Collateral, *provided, however,* that it is understood and agreed that such release, relinquishment, discharge and reassignment is made without recourse, representation, warranty or other assurance of any kind (express or implied).

E. This Partial Release is applicable only and solely with respect to the Released Trademark Collateral and to no other collateral arising under the IP Security Agreements or the Security Agreement (such collateral, the "Retained Collateral"). The Administrative Agent retains all security interests, liens, rights, titles and interests pledged and granted to it under the IP Security Agreements and the Security Agreement with respect to all such Retained Collateral, and the Administrative Agent's security interest, liens, rights, titles and interests in such Retained Collateral shall not, and shall not be deemed to, be impaired, interrupted or otherwise modified in any respect by this Partial Release. Except as expressly modified hereby, the IP Security Agreements and the Security Agreement shall remain in full force and effect, each in accordance with the provisions thereof on the date thereof.

F. The Administrative Agent hereby authorizes the Company and the Grantor and their successors, assigns or other legal representatives to make filings with the United States Patent and Trademark Office or any similar office in any other country and other necessary filings, in each case at the expense of the Company, to evidence the release and termination of the Administrative Agent's security interests in the Released Trademark Collateral.

THIS PARTIAL RELEASE SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF NEW YORK AND SHALL BE BINDING UPON THE COLLATERAL AGENT'S REPRESENTATIVES, SUCCESSORS, ASSIGNS AND TRANSFEREES.

[The remainder of this page intentionally left black]

IN WITNESS WHEREOF, the Administrative Agent has caused this Partial Release to be duly executed as of the day and year first above written.

JPMORGAN CHASE BANK, N.A., as
Administrative Agent,

By: *Donna DiForio*
Name: Donna DiForio
Title: Authorized Officer

[Signature Page to Partial Trademark Release]

[[3906482]]

TRADEMARK
REEL: 006637 FRAME: 0829

Schedule I

U.S. Trademark Registrations

Registered Owner	Mark	Country	Application No.	Registration/ Serial No.	Registration Date	Expiration Date
Maurices Incorporated	SUNGARI	US	88-075358	5649391	01/08/2019	01/08/2028
Maurices Incorporated	INSIDE VOICE	US		4724559	04/21/2015	04/21/2025
Maurices Incorporated	MISCELLANEOUS DESIGN	US		4770109	07/07/2015	07/07/2025
Maurices Incorporated	M (and design)	US		4774041	07/14/2015	07/14/2025
Maurices Incorporated	MAURICES INMOTION	US		4770205	07/07/2015	07/07/2025
Maurices Incorporated	M	US	86-033559	4499798	03/18/2014	03/18/2024
Maurices Incorporated	I AM REAL	US	86-312039	4671741	01/13/2015	01/13/2025
Maurices, Incorporated	AMIA	US	85-304013	4422323	10/22/2013	10/22/2023
Maurices Incorporated	Denim Jeanerator	US		3974704		
Maurices Incorporated	Main Street Model Search	US		4119294		
Maurices Incorporated	Maurices Rescues & Runways and Design	US		3977272		
Maurices Incorporated	Maurices Small Town Charm	US		3953885		
Maurices Incorporated	Maurices Small Town Sound	US		4014773		
Maurices Incorporated	Rescues & Runways	US		3974040		
Maurices Incorporated	Rescues & Runways Maurices and Design	US		3988978		
Maurices, Incorporated	Small Town Charm	US		3953884		
Maurices Incorporated	Small Town Tunes	US		4020588		
Maurices Incorporated	Tempt	US		3847915		
Maurices Incorporated	Small Town Sound	US		4064846		
Maurices Incorporated	Maurices Style Minute	US		4111049		
Maurices Incorporated	I Am Polished	US		4061576		

Maurices Incorporated	I Am Stunning	US		4061577		
Maurices Incorporated	I Am Smart	US		4061575		
Maurices Incorporated	Maurices			1,095,513		
Maurices Incorporated	Maurices			3,386,467		
Maurices Incorporated	Dweebie			1554829		
Maurices Incorporated	The Men's Company			1,829,043		
Maurices Incorporated	Studio Y			2,466,324		
Maurices Incorporated	Blue Bucks			3256506		
Maurices Incorporated	MYLIU			3357793		
Maurices Incorporated	Industrial Exchange			3243796		
Maurices Incorporated	Love what you wear, Adorable Affordable			3698119		
Maurices Incorporated	Adison			3620503		
Maurices Incorporated	Maurices Tempt			3836455		

U.S. Trademark Applications

Registered Owner	Mark	Country	Application No.	Filing Date
Maurices Incorporated	Cambridge & Clover by Maurices	US	88-073545	08/10/2018
Maurices Incorporated	Flawless by Maurices	US	87-933569	05/23/2018
Maurices Incorporated	THE "IT" FIT	US	86-244676	04/07/2014
Maurices Incorporated	Miscellaneous Design (Lotus)	US	86-278209	05/12/2014
Maurices Incorporated	Miscellaneous Design (Lotus)	US	86-278212	05/12/2014
Maurices Incorporated	Miscellaneous Design (Lotus)	US	86-278214	05/12/2014
Maurices Incorporated	M (and design)	US	86-278219	05/12/2014
Maurices Incorporated	M (and design)	US	86-278221	05/12/2014
Maurices Incorporated	M (and design)	US	86-278223	05/12/2014
Maurices Incorporated	BECAUSE	US	86-279704	05/13/2014
Maurices Incorporated	MAURICES INMOTION	US	86-309714	06/13/2014
Maurices Incorporated	MAURICES INMOTION	US	86-309715	06/13/2014
Maurices Incorporated	MAURICES INMOTION	US	86-309716	06/13/2014
Maurices Incorporated	Happily Rewarded	US	86-019954	07/25/2013
Maurices Incorporated	M and Design	US	86-033559	08/9/2013
Maurices Incorporated	Inside Voice	US	86-035218	08/12/2013
Maurices Incorporated	Pave'	US	85-637378	05/29/2012

Maurices Incorporated	93	US	85-250558	
Maurices Incorporated	Amia	US	85-304013	
Maurices Incorporated	Christopher Straub	US	85-354289	
Maurices Incorporated	Denim Flex	US	85-205636	
Maurices Incorporated	For The Runway of Life	US	85-153928	
Maurices Incorporated	Maurices Hometown Sound	US	85-580994	
Maurices Incorporated	Ninety-Three	US	85-250569	
Maurices Incorporated	We're Her Stylist and this is Her Runway	US	85-153932	
Maurices Incorporated	Winspire	US	85-161573	
Maurices Incorporated	Small Town Sound	US	85-065298	
Maurices Incorporated	Charmed Life 1	US	77-618806	

Canadian Trademark Registrations

Registered Owner	Mark	Reg. number
Maurices Incorporated	Maurices	TMA776138