

LICENSE AGREEMENT

THIS LICENSE AGREEMENT (the "**Agreement**"), when executed by both parties, is effective as of January 10, 2019 (the "Effective Date") by and between Body Glove IP Holdings, LP ("**Licensor**") and BG S M LLC an entity having its principal office at 10 East 40th Street, New York, NY 10016, ("**Licensee**").

(A) WHEREAS, Licensor has rights in and to the "**Trademarks**" (as hereinafter defined) and has the right to grant licenses to third parties in connection with the manufacture, distribution, sale, advertising and promotion of products bearing the Trademark;

(B) WHEREAS, Licensee acknowledges that the Trademarks have acquired notoriety and goodwill with the general public and desires to obtain the right to use the Trademarks in connection with the manufacture, distribution, sale, advertising and promotion of the "**Licensed Products**" (as hereinafter defined) within the "Territory" (as hereinafter defined).

(C) WHEREAS, Licensor is willing to grant to Licensee a license under the terms and conditions set forth herein.

NOW, THEREFORE, in consideration of the mutual covenants, undertakings, and premises contained herein, and other good and valuable consideration, the receipt of which the parties hereby acknowledge, it is hereby agreed to as follows:

ARTICLE I – DEFINITIONS AND BASIC TERMS

1.

(a) Trademarks	"BODY GLOVE", (the "Trademark")
(b) Licensee act fo	rl pw 00 om
(c) Licensed Products and Permitted Products	"Permitted Products" are the types of products listed in Exhibit A. " Licensed Products " are Permitted Products <u>bearing the Trademarks on the products themselves, tags, labeling, packaging, or otherwise sold under or in connection with the brand represented by the Trademarks.</u>
M(d) Territory	United States of America and Canada.
(e) Initial Term ("Initial Term")	The Initial Term is from the Effective Date through July 31, 2022 as follows: Contract Year 1: April 1, 2019 through September 30, 2020 Contract Year 2: October 1, 2020 through September 30, 2021 Contract Year 3: October 1, 2021 through September 30, 2022 (each a "Contract Year")
(f) Authorized Retailers	Those "Retailers" set forth in Attached Exhibit B-1. ("Authorized Retailers")
(g) Off Price Retailers	Those Retailers set forth in Exhibit B-2 ("Authorized Off Price Retailers")