

AÉROPOSTALE

MASTER SOURCING AGREEMENT

This Master Sourcing Agreement (this "Agreement"), dated as of February 1, 2017 (the "Effective Date") by and among, **AERO OPCO LLC**, a Delaware limited liability company, having an address at 125 Chubb Avenue, 5th Fl, Lyndhurst, NJ 07071 (hereinafter "Aero") and Orly Shoe Corp a Corporation organized under the laws of NY and having an office at 15 West 34 Street, NY 10001 (Orly Shoe Corp) ("Vendor").

WHEREAS, Vendor is in the business of manufacturing and selling certain Products (hereinafter defined); and

WHEREAS, Aero, on its behalf and on behalf of its parent, subsidiaries, affiliates and Aero Licensees (as defined below), wishes to contract with Vendor for the manufacture of certain Products.

NOW THEREFORE, in consideration of the mutual covenants contained herein, and intending to be legally bound, the parties hereto agree as follows:

1. **Term.** The term of this Agreement shall commence as of the date hereof and continue for a period of one (1) year from the Effective Date (the "Term"). Thereafter, the Term shall automatically renew for successive (1) year periods upon the same terms and conditions herein, until this Agreement is terminated as provided for in Section 12 below.
2. **Definitions.** The following terms shall have the following meanings when used in this Agreement:
 - (a) **Aero Designs** means designs, construction, patterns, styles, trim, buttons, patches and overall appearance thereof, in all mediums including screens, CAD and artwork (and all other embodiments such as files on hard drives, flash drives, CDs and electronic media), which have been supplied by Aero or which have been created or developed exclusively for Aero by Vendor.
 - (b) **Aero IpCo** means Aero IpCo LLC.
 - (c) **Aero Licensee** means a third party that has been granted the right to purchase and sell Products by Aero or Aero IpCo.
 - (d) **Aero Products** means products manufactured by Vendor exclusively for Aero which encompass Aero Designs and bear Aero Trademarks (hereinafter defined) on labels, tags, trim or packaging.
 - (e) **Aero Trademarks** means AÉROPOSTALE®, AERO®, 87®, A87®, LIVE LOVE DREAM®, PRINCE & FOX®, CAPE JUBY® and other marks or brands that may be created by Aero IpCo or Aero and related logos, crests, emblems, symbols, graphics, designs or trim, including combinations, forms and derivatives thereof as are from time to time created, used or developed for use by Aero IpCo, Aero, its parent or any of its affiliates or subsidiaries, whether registered or unregistered.
 - (f) **Branded Products** means products manufactured by Vendor for Aero which bear any of the Aero Trademarks on labels, tags, trim or packaging.