

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA**

UNITED STATES OF AMERICA,
Department of Justice, Antitrust Division
325 7th Street, N.W., Suite 300
Washington, D.C., 20530,

Plaintiff,

v.

ICONIX BRAND GROUP, INC.,
1450 Broadway, 4th Floor
New York, New York 10018

Defendant.

Civil Action No.

Filed:

COMPLAINT FOR CIVIL
PENALTY FOR FAILURE
TO COMPLY
WITH THE PREMERGER
REPORTING REQUIREMENTS
OF 15 U.S.C. § 18a
THE HART-SCOTT-RODINO ACT

STIPULATION

It is stipulated by and between Plaintiff United States of America and Defendant Iconix Brand Group, Inc., through its respective attorneys, that:

1. The Defendant consents that the Court may file and enter a Final Judgment in the form attached to this Stipulation, without further notice to any party or other proceedings, if Plaintiff has not withdrawn its consent, which it may do at any time before the entry of judgment by serving notice of its withdrawal on the defendant, and filing that notice with the Court;
2. The Court has jurisdiction over the subject matter of this action and over each of the

parties hereto, and venue of this action is proper in the United States District Court for the District of Columbia;

3. The Defendant authorizes attorney Thomas M. Dyer of Blank Rome, LLP to accept service of all process in this matter on its behalf; and

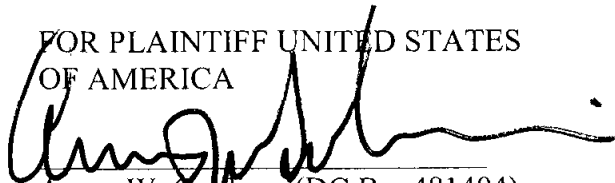
4. In the event plaintiff withdraws its consent or if the proposed Final Judgment is not entered pursuant to this Stipulation, this Stipulation shall be of no effect whatever and the making of this Stipulation shall be without prejudice to any party in this or any other proceeding.

5. The entry of Final Judgment in accordance with this Stipulation settles, discharges, and releases any and all claims of plaintiff for civil penalties pursuant to Section 7A(g)(1) of the Clayton Act, 15 U.S.C. § 18a(g)(1), against the defendant and its officers, directors, employees or trustees, for failure to comply with Section 7A of the Clayton Act, 15 U.S.C. § 18a, in connection with Iconix Brand Group, Inc.'s acquisition of the assets of Rocawear Licensing, LLC.

Dated: Oct. 15, 2007

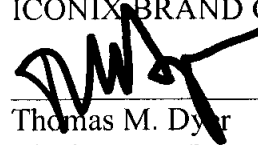
Respectfully submitted,

FOR PLAINTIFF UNITED STATES
OF AMERICA



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FOR THE DEFENDANT
ICONIX BRAND GROUP, INC.



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