TRADEMARK ASSIGNMENT

Electronic Version v1.1 Stylesheet Version v1.1

SUBMISSION TYPE: NEW ASSIGNMENT

NATURE OF CONVEYANCE: SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Marks USA I, LLC		110/28/2010	LIMITED LIABILITY COMPANY: NEW YORK

RECEIVING PARTY DATA

Name:	HSBC Bank USA, National Association, as Agent
Street Address:	8 East 40th Street
Internal Address:	3rd Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10016
Entity Type:	Financial Institution: UNITED STATES

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Registration Number:	3788530	M MARKS USA AMITYVILLE, N.Y. 11701
Registration Number:	3713079	M MARKS USA
Registration Number:	2580273	IQUE
Registration Number:	1588508	MARKS
Registration Number:	1587423	MARKS USA

CORRESPONDENCE DATA

Fax Number: (202)408-3141

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 800-927-9801 x2348 Email: jpaterso@cscinfo.com

Corporation Service Company Correspondent Name:

1090 Vermont Avenue NW, Suite 430 Address Line 1:

Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

TRADEMARK

REEL: 004411 FRAME: 0251

ATTORNEY DOCKET NUMBER:	570202
NAME OF SUBMITTER:	Jean Paterson
Signature:	/jep/
Date:	11/08/2010
Total Attachments: 7 source=11-8-10 Marks USA LLC - TM#page1.tif source=11-8-10 Marks USA LLC - TM#page2.tif source=11-8-10 Marks USA LLC - TM#page3.tif source=11-8-10 Marks USA LLC - TM#page4.tif source=11-8-10 Marks USA LLC - TM#page5.tif source=11-8-10 Marks USA LLC - TM#page6.tif source=11-8-10 Marks USA LLC - TM#page7.tif	

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Form **PTO-1594** (Rev. 07/05)

OMB Collection 0651-0027 (exp. 6/30/2008)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY			
To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.			
1. Name of conveying party(ies): Marks USA I, LLC 365 Bayview Avenue Amityville, New York 11701 Individual(s)	General Partnership Citizenship Limited Partnership Citizenship Corporation Citizenship Other Financial Institution Citizenship USA If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) I identification or description of the Trademark. B. Trademark Registration No.(s) See attached Schedule A Additional sheet(s) attached? Yes No		
C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown): 5. Name & address of party to whom correspondence concerning document should be mailed: 6. Total number of applications and registrations involved: 5			
Name:	L		
Internal Address: Street Address:	7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ Authorized to be charged by credit card Authorized to be charged to deposit account Enclosed		
City:	8. Payment Information:		
State: Zip:	a. Credit Card Last 4 Numbers Expiration Date		
Phone Number:			
Fax Number:	b. Deposit Account Number		
Email Address:	Authorized User Name		
9. Signature: Signature Sarah M. Gilbert Name of Person Signing	October 28, 2010 Date Total number of pages including cover sheet, attachments, and document: 7		

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

SECURITY INTEREST AGREEMENT

WHEREAS, Marks USA I, LLC, a limited liability company formed under the laws of the State of New York, located at 365 Bayview Avenue, Amityville, NY 11701 ("Grantor"), has adopted, used and is using the marks shown in the attached <u>Schedule A</u> (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached <u>Schedule A</u>; and

WHEREAS, Grantor is obligated to HSBC Bank USA, National Association ("HSBC") and various other financial institutions (collectively, "Lenders") and HSBC as agent for Lenders ("Agent") pursuant to (i) a certain Amended and Restated Unlimited Guaranty, dated the date hereof, made by Grantor in favor of Agent and (ii) a certain Continuing General Security Agreement, dated the date hereof, made by Grantor in favor of Agent (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, Grantor is granting to Agent for its benefit and for the ratable benefit of Lenders a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Grantor does hereby grant unto Agent for its benefit and for the ratable benefit of Lenders and grant to Agent for its benefit and for the ratable benefit of Lenders a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

Grantor expressly acknowledges and affirms that the rights and remedies of Agent and Lenders with respect to the security interest granted hereby are more fully set forth in the Agreements.

Dated: New York, New York October 28, 2010

Security Interest Agreement - 1942533

TRADEMARK REEL: 004411 FRAME: 0254

MARKS USA I, LLC

Name: Kevin Buche

Its: Manager

STATE OF NEW YORK)
	: ss.:
COUNTY OF NEW YORK)

On this 28th day of October, 2010, before me personally came *Levin Bucke*, to me known, who, being by me duly sworn, did depose and say that s/he is the *manager* of Marks USA I, LLC, the limited liability company described in and which executed the foregoing instrument; and that s/he signed her/his name thereto by order of the board of directors of said corporation.

GENE B. SEGALL
Notary Public, State of New York
No. 01SE6062920
Qualified in Nassau County
Commission Expires August 20, 2013

Motary Public B. Sigall

HSBC BANK USA, NATIONAL ASSOCIATION, as Agent

Name: Deborah Linder

Its: Vice President

STATE OF NEW YORK : ss.: COUNTY OF NEW YORK)

On this 28th day of October, 2010, before me personally came Deborah Linder, to me known, who, being by me duly sworn, did depose and say that s/he is the Vice President of HSBC Bank USA, National Association, the entity described in and which executed the foregoing instrument; and that s/he signed her/his name thereto by order of the board of directors of said corporation. Notary Public B. Cepall

GENE B. SEGALL Notary Public, State of New York No. 01SE6062920 Qualified in Nassau County Commission Expires August 20, 2013

SCHEDULE A

Schedule A to a Security Interest Agreement dated October 28, 2010, by and between Marks USA I, LLC and HSBC Bank USA, National Association, as Agent.

REGISTRATION NO. OR	REGISTRATION OR	
APPLICATION NO.	FILING DATE	MARK
3788530	05/11/2010	M MARKS USA
		AMITYVILLE
3713079	11/17/2009	M MARKS USA
2580273	06/11/2002	IQUE
1588508	03/27/1991	MARKS
1587423	03/20/1990	MARKS USA

Security Interest Agreement - 1942533

TRADEMARK
RECORDED: 11/08/2010 REEL: 004411 FRAME: 0259