

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Marks USA I, LLC		10/28/2010	LIMITED LIABILITY COMPANY: NEW YORK
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	HSBC Bank USA, National Association, as Agent		
<b>Street Address:</b>	8 East 40th Street		
<b>Internal Address:</b>	3rd Floor		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10016		
<b>Entity Type:</b>	Financial Institution: UNITED STATES		
<b>PROPERTY NUMBERS Total: 5</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3788530	M MARKS USA AMITYVILLE, N.Y. 11701	
<b>Registration Number:</b>	3713079	M MARKS USA	
<b>Registration Number:</b>	2580273	IQUE	
<b>Registration Number:</b>	1588508	MARKS	
<b>Registration Number:</b>	1587423	MARKS USA	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(202)408-3141		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	800-927-9801 x2348		
<b>Email:</b>	jpaterso@cscinfo.com		
<b>Correspondent Name:</b>	Corporation Service Company		
<b>Address Line 1:</b>	1090 Vermont Avenue NW, Suite 430		
<b>Address Line 4:</b>	Washington, DISTRICT OF COLUMBIA 20005		

**CH \$140.00 3788530**

**900176910**

**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 I LLC - TM#page1.tif source=11-8-10 Marks USA I LLC - TM#page2.tif source=11-8-10 Marks USA I LLC - TM#page3.tif source=11-8-10 Marks USA I LLC - TM#page4.tif source=11-8-10 Marks USA I LLC - TM#page5.tif source=11-8-10 Marks USA I LLC - TM#page6.tif source=11-8-10 Marks USA I LLC - TM#page7.tif	



## 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 Schedule A (the “Marks”), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; 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

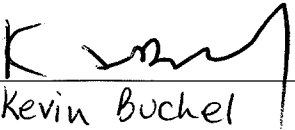
WHEREAS, pursuant to the Agreements, Grantor is granting to Agent for its benefit and for the ratable benefit of Lenders a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

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

MARKS USA I, LLC

By:   
Name: Kevin Buchel  
Its: Manager

STATE OF NEW YORK )

: ss.:

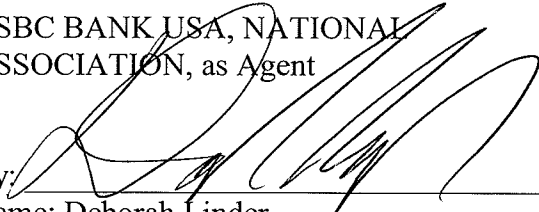
COUNTY OF NEW YORK )

On this 28<sup>th</sup> day of October, 2010, before me personally came Kevin Buchel, 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

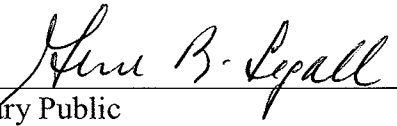
Gene B. Segall  
Notary Public

HSBC BANK USA, NATIONAL  
ASSOCIATION, as Agent

By:   
Name: Deborah Linder  
Its: Vice President

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

On this 28<sup>th</sup> 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

**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 APPLICATION NO.	REGISTRATION OR 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