

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
Healthtex Apparel Corp.		12/10/2010	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	HSBC Bank USA, National Association, as Agent		
Street Address:	452 Fifth Avenue		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10018		
Entity Type:	Association: UNITED STATES		
PROPERTY NUMBERS Total: 15			
Property Type	Number	Word Mark	
Registration Number:	2853875	HEALTHTEX SINCE 1921	
Registration Number:	2800493	KIDPROOF	
Registration Number:	2567614	HEALTHTEX	
Registration Number:	2591718	KIDPROOF	
Registration Number:	2849578	BABY HEALTHTEX	
Registration Number:	2909176	GIRLS CLUB	
Registration Number:	2913833	HEALTHTEX	
Registration Number:	3404868	READY SET GROW	
Registration Number:	2397837	DON RUBEL	
Registration Number:	2309712	LANATUR	
Registration Number:	1806197	HEALTHTEX	
Registration Number:	1242934	READY SET GO	
Registration Number:	1267275	OUR GIRL	
Registration Number:	1211664	BEACH BABIES	

CH \$390.00 2853875

Registration Number:

1807653

HEALTHTEX

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

Correspondent Name: Corporation Service Company

Address Line 1: 1090 Vermont Avenue NW, Suite 430

Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER:

632277

NAME OF SUBMITTER:

Jean Paterson

Signature:

/jep/

Date:

01/04/2011

Total Attachments: 7

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TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, Healthtex Apparel Corp., a corporation formed under the laws of Delaware, located at 100 West 33rd Street, Suite 1017, New York, New York 10001 ("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 Financing Agreement, dated the date hereof, among Agent, Lenders, Grantor and certain other loan parties and (ii) a certain Trademark Collateral 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

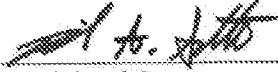
WHEREAS, pursuant to the Agreements, Grantor is granting to Agent for its benefit and for the ratable benefit of Lenders a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Grantor does hereby assign 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 assignment and 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 assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: December 10, 2010

HEALTHTEX APPAREL CORP.



Name: Richard Sutton
Its: Chief Executive Officer

HSBC BANK USA, NATIONAL
ASSOCIATION, as Agent

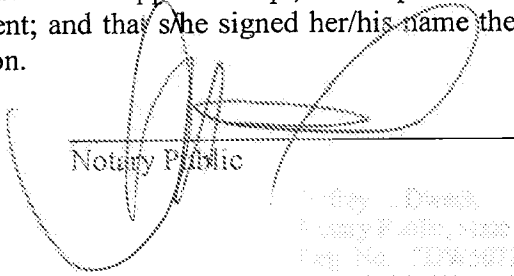
Name:
Its:

STATE OF NEW YORK)

: ss.:

COUNTY OF NEW YORK)

On this 6th day of December, 2010, before me personally came Richard Sifton, to me known, who, being by me duly sworn, did depose and say that s/he is the CEO of Healthtex Apparel Corp., the corporation 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

Notary Public
County of Kings, State of New York
Reg. No. 12946872837
Created in Kings County
Last Revision Expires Feb. 10, 2011

STATE OF NEW YORK)

: ss.:

COUNTY OF NEW YORK)

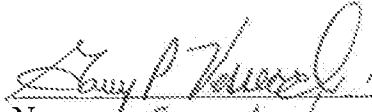
On this ____ day of _____, 2010, before me personally came _____, to me known, who, being by me duly sworn, did depose and say that s/he is the _____ of HSBC Bank USA, National Association, the financial institution described in and which executed the foregoing instrument; and that s/he signed her/his name thereto by order of said financial institution.

Notary Public

HEALTHTEX APPAREL CORP.

Name: Richard Sutton
Its: Chief Executive Officer

HSBC BANK USA, NATIONAL
ASSOCIATION, as Agent



Name: Gary P. Vesecchia
Its: VP

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

On this ____ day of _____, 2010, before me personally came _____, to me known, who, being by me duly sworn, did depose and say that s/he is the _____ of Healthtex Apparel Corp., the corporation 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

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

On this 10th day of December 2010, before me personally came Dary P. Perandis, 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 financial institution described in and which executed the foregoing instrument; and that s/he signed her/his name thereto by order of said financial institution.

Francine M. Calcagno
Notary Public

FRANCINE M. CALCAGNO
No. 01CA4878313
Notary Public, State of New York
Qualified in Queens County
Certificate Filed in Nassau County
My Commission Expires Jan. 12, 2011

Schedule A

Healthtex Apparel Corp.

Serial Number	Reg. Number	Word Mark
<u>78269142</u>	<u>2853875</u>	<u>HEALTHTEX SINCE 1921</u>
<u>78216978</u>	<u>2804493</u>	<u>KIDPROOF</u>
<u>78079760</u>	<u>2567614</u>	<u>HEALTHTEX</u>
<u>78071083</u>	<u>2591718</u>	<u>KIDPROOF</u>
<u>78185400</u>	<u>2849578</u>	<u>BABY HEALTHTEX</u>
<u>78185391</u>	<u>2909176</u>	<u>GIRLS CLUB</u>
<u>78179693</u>	<u>2913833</u>	<u>HEALTHTEX</u>
<u>77238106</u>	<u>3404868</u>	<u>READY SET GROW</u>
<u>75847964</u>	<u>2397837</u>	<u>DON RUBEL</u>
<u>75361586</u>	<u>2309712</u>	<u>LANATUR</u>
<u>74344556</u>	<u>1806197</u>	<u>HEALTHTEX</u>
<u>74341563</u>	<u>1807653</u>	<u>HEALTHTEX</u>
<u>73347156</u>	<u>1242924</u>	<u>READY SET GO</u>
<u>73400890</u>	<u>1267275</u>	<u>OUR GIRL</u>
<u>73319632</u>	<u>1211664</u>	<u>BEACH BABIES</u>