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
		TRADEMARK

TRADEMARK REEL: 004446 FRAME: 0154

900180330

HEALTHTEX Registration Number: 1807653 **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/ 01/04/2011 Date: **Total Attachments: 7** source=1-4-11 Healthtex Apparel-TM#page1.tif source=1-4-11 Healthtex Apparel-TM#page2.tif source=1-4-11 Healthtex Apparel-TM#page3.tif source=1-4-11 Healthtex Apparel-TM#page4.tif source=1-4-11 Healthtex Apparel-TM#page5.tif source=1-4-11 Healthtex Apparel-TM#page6.tif

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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):	2. Name and address of receiving party(ies)		
Healthtex Apparel Corp. 100 West 33rd Street, Suite 1017	Additional names, addresses, or citizenship attached?		
New York, New York 10001	Name: HSBC Bank USA, National Association, as Agent		
Individual(s) Association	Internal Address:		
General Partnership Limited Partnership	Street Address: 452 Fifth Avenue		
✓ Corporation- State: <u>Delaware</u>	City: New York		
Other	State: New York		
Citizenship (see guidelines)	Country: USA Zip: 10018		
Additional names of conveying parties attached? Yes V No	Association Citizenship United States		
3. Nature of conveyance)/Execution Date(s)	General Partnership Citizenship		
Execution Date(s) December 10, 2010	Limited Partnership Citizenship		
Assignment Merger	Corporation Citizenship		
✓ Security Agreement ☐ Change of Name	Other Citizenship If assignee is not domiciled in the United States, a domestic		
Other	representative designation is attached: Yes No (Designations must be a separate document from assignment)		
4. Application number(s) or registration number(s) and A. Trademark Application No.(s)	d identification or description of the Trademark. B. Trademark Registration No.(s) See attached Schedule A		
	Additional sheet(s) attached?		
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	6. Total number of applications and		
concerning document should be mailed: Name:	registrations involved:		
Internal Address:	7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$		
	Authorized to be charged by credit card		
Street Address:	☐ Authorized to be charged to deposit account☐ Enclosed		
City:	8. Payment Information:		
State: Zip:	a, Credit Card Last 4 Numbers		
Phone Number:	Expiration Date		
Fax Number:	b. Deposit Account Number		
Email Address:	Authorized User Name		
9. Signature:	ゴaxxxx(4 4, 20) l Date		
Signature			
8	Total number of pages including cover sheet, attachments, and document:		
Name of Person Signing			

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

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 <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 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

TRADEMARK REEL: 004446 FRAME: 0157

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 day of that s/he is the she is the the foregoing institute the board of directors of said corpo	
STATE OF NEW YORK) : ss.: COUNTY OF NEW YORK)	Notary Public Friday L Deep Friday P 285, 2000 of New York Frig. No. 1000 5072837 Credit of Sept. County Low 1 colors Explain Feb. 10, 2011
,	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 executed the foregoing instrument; and that s/he signed her/his
	Notary Public

HEALTHTEX APPAREL CORP.

Name: Richard Sutton
Its: Chief Executive Officer

HSBC BANK USA, NATIONAL ASSOCIATION, as Agent

Name

Trademark Assignment of Security (Healthtex) - 1959722

TRADEMARK REEL: 004446 FRAME: 0160

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 day of <u>Scenders</u> 2010, before me personally came say that s/he is the <u>Scenders</u> to me known, who, being by me duly sworn, did depose and say that s/he is the <u>Scenders</u> 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 O

FRANCINE M. CALCAGNO
No. 01CA4876313
Notary Public, State of New York
Qualified in Queens County
Cartifloate filed in Naseau County
(My Commission Tentins Jan. 12, 20

Healthtex Apparel Corp.

Serial Number	Reg. Number	Word Mark
<u>78269142</u>	2853875	HEALTHTEX SINCE 1921
<u>78216978</u>	2800-393	KIDPROOF
<u>78079760</u>	2567614	<u>HEALTHTEX</u>
<u>78071083</u>	2591718	<u>KIDPROOF</u>
<u>78185400</u>	2349573	BABY HEALTHTEX
<u>78185391</u>	<u>2909176</u>	GIRLS CLUB
<u>78179693</u>	2213833	HEALTHTEX
77238106	34(\$4868	READY SET GROW
75847064	2327827	DON RUBEL
75361586	23097.02	LANATUR
74344586	1.806192	<u>HEALTHTEX</u>
<u>74341563</u>	1.807653	<u>BEALTHTEX</u>
<u>73347156</u>	J.242924	READY SET GO
73490890	<u>1267275</u>	<u>OUR GIRL</u>
73319632	1211664	BEACH BABIES

Trademark Assignment of Security

TRADEMARK REEL: 004446 FRAME: 0162

RECORDED: 01/04/2011