



08-27-2003

Form TO-1594
(Rev. 10/02)

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TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

OMB No. 0651-0027 (exp. 6/30/2005)

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Buster Holdings, LLC

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☐ Corporation-State
☒ Other Limited liability company

Additional name(s) of conveying party(ies) attached? ☐ Yes ☒ No

3. Nature of conveyance:

- ☐ Assignment ☐ Merger
☒ Security Agreement ☐ Change of Name
☐ Other

Execution Date: 08/06/2003

2. Name and address of receiving party(ies)

Name: HSBC Bank USA

Internal

Address:

Street Address: 452 Fifth Avenue

City: New York State: NY Zip: 10018

- ☐ Individual(s) citizenship
☐ Association
☐ General Partnership
☐ Limited Partnership
☐ Corporation-State
☒ Other New York State chartered bank

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)
Additional name(s) & address(es) attached? ☐ Yes ☒ No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) 51,981

Additional number(s) attached ☒ Yes ☐ No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Zev M. Bomrind

Internal Address: Kronish Lieb Weiner & Hellman

Street Address: 1114 Avenue of the Americas

City: New York State: NY Zip: 10036

6. Total number of applications and registrations involved: 13

7. Total fee (37 CFR 3.41).....\$ \$340

- ☒ Enclosed
☐ Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Zev M. Bomrind

Name of Person Signing

Signature

August 20, 2003

Date

Total number of pages including cover sheet, attachments, and document: 9

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

08/25/2003 GTON11 00000129 51981

01 FC:8521
02 FC:852240.00 OP
300.00 OPTRADEMARK
REEL: 002810 FRAME: 0941

Continuation of Item 4

<u>Mark</u>	<u>Registration No.</u>
BETSY AND BOBBY & DESIGN	1,411,428
BUSTER BROWN	221,202
BUSTER BROWN & DESIGN	505,225
BUSTER BROWN & DESIGN	800,744
BUSTER BROWN & DESIGN	948,548
BUSTERBROWN	129,233
BUSTER BROWN & DESIGN (LAYETTE)	1,858,651
BUSTER BROWN (STYLIZED)	732,513
BUSTER BROWN (STYLIZED)	505,224
BUSTER BROWN'S	129,233
CRAYON CROWD & DESIGN	1,241,251
TIGE'S PALS	1,329,707

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, Buster Holdings, LLC, a New York limited liability company having a mailing address at 1407 Broadway, 41st Floor, New York, New York 10018 ("Buster"), 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, Buster is obligated to HSBC Bank USA ("HSBC") pursuant to (i) a certain Term Loan Agreement (the "Loan Agreement"), dated the date hereof, among Buster and HSBC, (ii) a certain Trademark Collateral Security Agreement, dated the date hereof, made by Buster in favor of HSBC, and (iii) a Continuing General Security Agreement, dated the date hereof, made by Buster in favor of HSBC (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, Buster has granted to HSBC 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, Buster does hereby assign unto HSBC and grant to HSBC 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.

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

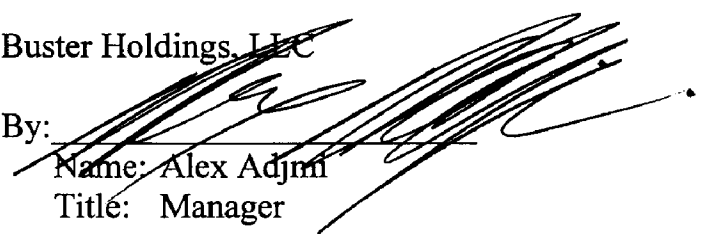
Dated: August 6, 2003
New York, New York

Buster Holdings, LLC

By: Aurora Capital Associates, LLC

By: 
Name: Stanley Cayre
Title: Manager

Buster Holdings, LLC

By: 
Name: Alex Adjmi
Title: Manager

Witness:

STATE OF NEW YORK)

: SS.:

COUNTY OF NEW YORK)

On this 6th day of August, 2003, before me personally came Stanley Cayre, to me known, who, being by me duly sworn, did depose and say that s/he is the Manager of ~~Buster Holdings, LLC~~, the company described in and which executed the foregoing instrument; and that s/he signed her/his name thereto on behalf of said company.

*Aurora
Capital
Associates,
LLC*

Notary Public

MORRIS MISSRY
Notary Public, State of New York
No. 24-4983613
Qualified in Kings County
Commission Expires July 1, 1913

12/19/05

STATE OF NEW YORK)

: SS.:

COUNTY OF NEW YORK)

On this 6th day of August, 2003, before me personally came Alex Adimi, to me known, who, being by me duly sworn, did depose and say that s/he is the Manager of Buster Holdings, LLC, the company described in and which executed the foregoing instrument; and that s/he signed her/his name thereto on behalf of said company.

Notary Public

MORRIS MISSRY
Notary Public, State of New York
No. 24-4983613
Qualified in Kings County
Commission Expires July 1, 1913

12/19/05

SCHEDULE A

Schedule A to Trademark Assignment of Security dated August 6, 2003, by and between Buster Holdings, LLC and HSBC Bank USA.

[SEE ATTACHED]

**SCHEDULE 1.1(e)
INTELLECTUAL PROPERTY**

Region: **NORTH AMERICA**

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
BEACH BUSTERS							
CANADA	PH-210202.0143	2/18/1985	536638	5/30/1986	314673	REGISTERED	00
00 - SWIMWEAR FOR BOYS AND GIRLS							

BETSY AND BOBBY & DESIGN

UNITED STATES	PH-210202.0119	3/12/1986	73/587,630	9/30/1986	1,411,428	REGISTERED	25
25 - HOSIERY							

BUSTER BROWN

UNITED STATES	PH-210202.0018	4/21/1945	71/002,526	5/11/1946	51,981	REGISTERED	25
25 - HOSIERY							

UNITED STATES	PH-210202.0020	5/25/1946	74/236,225 71/232,225	11/23/1946	221,202	REGISTERED	25
25 - HOSIERY							

BUSTER BROWN & DESIGN

MEXICO	PH-210202.0082	10/20/1988	50832	3/8/1990	373563	REGISTERED	25
25 - CLOTHING, EXCLUDING SHOES							

UNITED STATES	PH-210202.0024	9/5/1947	71/533,648	12/28/1948	505,225	REGISTERED	25
25 - HOSIERY FOR MEN, WOMEN AND CHILDREN							

UNITED STATES	PH-210202.0110	1/21/1965	72/210,266	12/21/1965	800,744	REGISTERED	25
25 - INFANTS, BOYS AND GIRLS HOSIERY, SOCKS AND ANKLETS, CREEPERS, OVERALLS, SUN SUITS, PULLOVERS, SWEATERS, TODDLER PANTS, SHIRTS, BOXER SHORTS, PANT SETS, ROMPER SETS, CONSISTING OF SHIRT AND ROMPER PANTS, SLACKS, SHORTALLS, CHILDREN'S CARPS, BERETS, BIBS, BOOTIES, SCARFS, GIRLS SKIRTS, DRESSES, BLOUSES, VESTS, JUMPERS AND CARIDGANS							

UNITED STATES

948,548 REGULATED

TRADEMARK

REEL: 002810 FRAME: 0947

BUSTER BROWN & DESIGN (LAVETTE)

CANADA PH-210202.0135 5/5/1993 729372 8/30/1996 462127 REGISTERED 00
00 - CHILDREN'S BOOTIES, SOFT BABY SOCKS, TOWELS, CLOTHS, BIBS AND RECEIVING BLANKETS, CLOTHING, NAMELY, SLEEPERS, NIGHTIES, GOWNS, T-SHIRTS, ONE-PIECE PLAY SUITS AND UNDERWEAR

UNITED STATES PH-210202.0132 6/1/1993 74/396,214 10/18/1994 1,858,651 REGISTERED 24,25
24 - TOWELS, BLANKETS, WASHCLOTHS AND SHEETS
25 - CHILDREN'S CLOTHING, NAMELY T-SHIRTS, SHIRTS, PANTS, JUMPERS, SLEEPERS, TOPS, GOWNS AND BODY SUITS AND HATS AND BIBS

BUSTER BROWN (CRAYON CROWD)

CANADA PH-210202.0116 2/18/1985 536636 11/28/1986 321067 REGISTERED 00
00 - ANKLETS, PULLOVERS, CREEPERS AND CARDIGANS

BUSTER BROWN (STYLIZED)

UNITED STATES PH-210202.0026 5/5/1961 72/119,350 6/5/1962 732,513 REGISTERED 25
25 - SLEEPWEAR, NAMELY, INFANTS' AND CHILDREN'S PAJAMAS

BUSTER BROWN (SYTLIZED)

UNITED STATES PH-210202.0144 9/5/1947 71/533,647 12/28/1948 505,224 REGISTERED 25
25 - MENS, WOMENS, CHILDRENS AND INFANTS HOSIERY, BLOUSES, SUNSUITS, OVERALLS, CREEPERS, UTILITY OUTERWEAR, SHIRTS MADE OF KNITTED FABRIC WITH A ROUND OR CREW NECK HAVING NO OPENING UP THE FRONT OR BACK, CARDIGANS, NIGHTGOWNS, SHIRTS AND BERETS

BUSTER BROWN CLOTHES & SOCKS FOR KIDS & DESIGN

CANADA PH-210202.0040 8/12/1985 547443 8/14/1987 331060 REGISTERED 00
00 - CLOTHING, NAMELY SOCKS AND HOSIERY, ANKLETS, PULLOVERS, CREEPERS, CARDIGANS

BUSTER BROWN'S

UNITED STATES PH-210202.0019 7/19/1939 71/120,728 1/27/1940 129,233 REGISTERED 25
25 - HOSIERY FOR WOMEN, MEN, AND CHILDREN

BUSTERS (STYLIZED)

CANADA PH-210202.0133 2/18/1985 536639 7/11/1986 316275 REGISTERED 00
00 - PANTS AND SHIRTS FOR BOYS AND GIRLS

CHILD & DOG DESIGN

CANADA	PH-210202.0039	8/12/1985	547444	12/12/1986	321603	REGISTERED	00
00 - CLOTHING, NAMELY SOCKS AND HOSIERY, ANKLETS, PULLOVERS, CREEPERS, CARDIGANS							

CRAYON CROWN & DESIGN

UNITED STATES	PH-210202.0145	1/15/1982	73/345,596	6/7/1983	1,241,251	REGISTERED	25
25 - INFANTS, CHILDRENS AND TEENAGERS CLOTHING - NAMELY, BLOUSES, TOPS, SUNSUITS, SWIMWEAR, OUTERWEAR, SHORTS, SLACKS, JEANS, CULOTTES, OVERALLS, SKIRTS, OUTERWEAR SHIRTS, INCLUDING T-SHIRTS, POLO SHIRTS, SWEATERS, INCLUDING CARDIGANS AND PULLOVERS, JACKETS, BOYS SUITS, INCLUDING ONE PIECE SUITS, PLAYSUITS, DRESSES, TRAINING PANTS, CREEPERS, ROMPERS, VESTS, HOSIERY, INCLUDING SOCKS, ANKLETS, STOCKINGS AND LEOTARDS							

TIGER'S PALS

UNITED STATES	PH-210202.0118	4/2/1984	73/473,373	4/9/1985	1,329,707	REGISTERED	25
25 - TOPS, PANTS, JUMPSUITS, SKIRTS, COVERALLS, DRESSES AND TWO PIECE SETS CONSISTING OF PANTS, TOPS, SKIRTS AND COMBINATIONS THEREO							

BUSTER BROWN

UNITED STATES REG No. 129,233

TRADEMARK

REEL: 002810 FRAME: 0949

RECORDED: 08/21/2003