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
Flapdoodles Apparell LLC		12/15/2004	Limited Liability Company: NEW YORK

RECEIVING PARTY DATA

Name:	The CIT Group/Commercial Services, Inc.
Street Address:	1211 Avenue of the Americas
City:	New York
State/Country:	NEW YORK
Postal Code:	10036
Entity Type:	CORPORATION: NEW YORK

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Registration Number:	1996038	FLAPDOODLES
Registration Number:	1508286	FLAPDOODLES
Registration Number:	2158400	AQUADOODLES
Registration Number:	1435665	MOUSEFEATHERS
Serial Number:	75214359	DOODLES

CH $140.00 1996038

CORRESPONDENCE DATA

Fax Number: (866)459-2899
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 202-783-2700
Email: pagodoa@federalresearch.com
Correspondent Name: CBC Companies dba Federal Research
Address Line 1: 1030 Fifteenth Street, NW, Suite 920
Address Line 2: attn: Penelope J.A. Agodoa
Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

NAME OF SUBMITTER:	Penelope J.A. Agodoa
Signature:	/pja/
Date:	03/28/2005

Total Attachments: 6
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FORM PTO-1594
1-31-92

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Tab settings ⇒ ⇒ ⇒

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

1. Name of conveying party(ies):
Flapdoodles Apparell LLC
112 West 34th street
New York, New York 10120

☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☐ Corporation-State:
☒ Other LLC

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

2. Name and address of receiving party(ies):
Name: THE CIT GROUP/COMMERCIAL SERVICES, INC.
Internal Address:
Street Address: 1211 Avenue of the Americas
City: New York State: NY ZIP: 10036

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

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)

3. Nature of conveyances:
☐ Assignment ☐ Merger
☒ Security Agreement ☐ Change of Name
☐ Other

Execution Date: December 15, 2004

4. Application Number(s) or registration number(s):
A. Trademark Application.(s)
SEE ATTACHED SCHEDULE A

B. Trademark registration No.(s)
SEE ATTACHED SCHEDULE A

Additional numbers attached? ☐ Yes ☐ No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Federal Research Corporation
Internal Address:
Street Address:
City: Washingt

Attn: Penelope J.A. Agodoa
Federal Research Company, LLC
1030 15th Street, NW, Suite 920
Washington, DC 20005
202.783.2700

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41): ..... $ 140.00
☐ Enclosed
☐ Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document

Neri Calderon — Name of Person Signing
Signature
March 24, 2005 — Date

Total number of pages including coversheet, attachments and document: 6

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

TRADEMARK GRANT OF SECURITY

WHEREAS, FLAPDOODLES APPAREL LLC, a New York limited liability company having a mailing address of 112 West 34th Street, New York, New York 10120 ("Grantor"), has adopted, used and is using the marks shown in the attached Schedule A (collectively, 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 THE CIT GROUP/COMMERCIAL SERVICES, INC. ("CIT") and various other financial institutions (collectively with CIT, "Lenders") and CIT as agent for the Lenders (in such capacity, "Agent") pursuant to (i) a certain Amended and Restated Financing Agreement, and (ii) a certain Amended and Restated Security Agreement, each dated as of December 29, 2003, among Agent, Lenders, Grantor and various affiliates of Grantor (as each may be amended, restated, supplemented or otherwise modified 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 and shall be in addition to the grant of security interest under the Agreements.

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 15, 2004

FLAPDOODLES APPAREL LLC

By: MAMIYE BROTHERS INC.,
its Sole Member

By: _____
Hyman Mamiye,
Vice President

THE CIT GROUP/COMMERCIAL
SERVICES, INC.,
as Agent

By: _____
Edward J. Ahearn,
Vice President

1185561.1/SSC/11535/066 12/03/04

TRADEMARK GRANT OF SECURITY

WHEREAS, FLAPDOODLES APPAREL LLC, a New York limited liability company having a mailing address of 112 West 34th Street, New York, New York 10120 ("Grantor"), has adopted, used and is using the marks shown in the attached Schedule A (collectively, 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 THE CIT GROUP/COMMERCIAL SERVICES, INC. ("CIT") and various other financial institutions (collectively with CIT, "Lenders") and CIT as agent for the Lenders (in such capacity, "Agent") pursuant to (i) a certain Amended and Restated Financing Agreement, and (ii) a certain Amended and Restated Security Agreement, each dated as of December 29, 2003, among Agent, Lenders, Grantor and various affiliates of Grantor (as each may be amended, restated, supplemented or otherwise modified from time to time, collectively, the "Agreements"); and

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Dated: December 15, 2004

FLAPDOODLES APPAREL LLC

By: MAMIYE BROTHERS INC.,
its Sole Member

By: _____
Hyman Mamiye,
Vice President

THE CIT GROUP/COMMERCIAL
SERVICES, INC.,
as Agent

By: _____
Edward J. Ahearn,
Vice President

1185561.1/SSC/11535/066 3/10/05

STATE OF New York)
) ss:
COUNTY OF New York)

On the 6th day of December, 2004, before me personally came Hyman Mamiye, to me known, who being by me duly sworn, did depose and say that he is the Vice President of Mamiye Brothers Inc., the corporation described in and which executed the foregoing instrument; and that he was authorized to sign his name thereto by order of the board of directors of said corporation.

Susan Gordon
Notary Public

SUSAN GORDON
Notary Public, State of New York
No. 01GO6079169
Qualified in New York County
Commission Expires August 12, 2008

STATE OF New York)
) ss:
COUNTY OF New York)

On the _ _ day of December, 2004, before me personally came Edward J. Ahearn, to me known, who being by me duly sworn, did depose and say he is a Vice President of The CIT Group/Commercial Services, Inc., the banking corporation described in and which executed the foregoing instrument; and that he was authorized to sign his name thereto on behalf of said banking corporation.

Notary Public

TRADEMARK
REEL: 003053 FRAME: 0903

STATE OF New York)
) ss:
COUNTY OF New York)

On the ____ day of December, 2004, before me personally came Hyman Mamiye, to me known, who being by me duly sworn, did depose and say that he is the Vice President of Mamiye Brothers Inc., the corporation described in and which executed the foregoing instrument; and that he was authorized to sign 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 the 21st day of March, 2005 before me personally came Edward J. Ahearn, to me known, who being by me duly sworn, did depose and say he is a Vice President of The CIT Group/Commercial Services, Inc., the banking corporation described in and which executed the foregoing instrument; and that he was authorized to sign his name thereto on behalf of said banking corporation.

Notary Public

JOAN LLOYD
Notary Public, State of New York
No. 41-4751042
Qualified in Queens County
Certificate filed in NYC County
Commission Expires June 30, 2007

TRADEMARK
REEL: 003053 FRAME: 0904

SCHEDULE A

Schedule A to a Trademark Grant of Security dated December 15, 2004, by and between FLAPDOODLES APPAREL LLC and THE CIT GROUP/COMMERCIAL SERVICES, INC., as Agent.

Trademark	Application or Registration #	Application or Registration Date
Flapdoodles	1,996,038	8/20/96
Flapdoodles (stylized)	1,508,286	10/11/88
Aquadoodles	2,158,400	5/19/98
Mousefeathers	1,435,665	4/07/87
Doodles	75/214,359	12/17/96