

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

|  |  |                       |                       |
|--|--|-----------------------|-----------------------|
| <b>SUBMISSION TYPE:</b>  | NEW ASSIGNMENT   |                       |                       |
| <b>NATURE OF CONVEYANCE:</b>                                   | ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL   |                       |                       |
| <b>CONVEYING PARTY DATA</b>                                    |  |                       |                       |
| <b>Name</b>  | <b>Formerly</b>  | <b>Execution Date</b> | <b>Entity Type</b>    |
| ALMA FOUNDATIONS, INC.   |  | 07/29/2005            | CORPORATION: NEW YORK |
| <b>RECEIVING PARTY DATA</b>                                    |  |                       |                       |
| <b>Name:</b>   | BEBE GIRDLE CORP.  |                       |                       |
| <b>Street Address:</b>   | 505 Carroll Street   |                       |                       |
| <b>City:</b>   | Brooklyn   |                       |                       |
| <b>State/Country:</b>  | NEW YORK   |                       |                       |
| <b>Postal Code:</b>  | 11204  |                       |                       |
| <b>Entity Type:</b>  | CORPORATION: NEW YORK  |                       |                       |
| <b>PROPERTY NUMBERS Total: 1</b>                               |  |                       |                       |
| <b>Property Type</b>   | <b>Number</b>  | <b>Word Mark</b>      |                       |
| <b>Registration Number:</b>                                    | 1422919  | WHISPER SOFT          |                       |
| <b>CORRESPONDENCE DATA</b>                                     |  |                       |                       |
| <b>Fax Number:</b>   | (212)292-5391  |                       |                       |
|  | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> |                       |                       |
| <b>Phone:</b>  | 212-2925390  |                       |                       |
| <b>Email:</b>  | mail@ipcounselors.com  |                       |                       |
| <b>Correspondent Name:</b>                                     | Robert L. Epstein  |                       |                       |
| <b>Address Line 1:</b>   | 60 East 42nd Street, Suite 820,  |                       |                       |
| <b>Address Line 4:</b>   | New York, NEW YORK 10165   |                       |                       |
| <b>NAME OF SUBMITTER:</b>                                      | Robert L. Epstein  |                       |                       |
| <b>Signature:</b>  | /robert l. epstein/  |                       |                       |
| <b>Date:</b>   | 08/08/2005   |                       |                       |
| <b>Total Attachments: 1</b><br>source=assign 1422919#page1.tif |  |                       |                       |

**OP \$40.00 1422919**

**ASSIGNMENT OF U.S. TRADEMARK AND REGISTRATION**

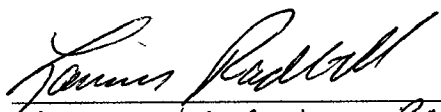
WHEREAS, ALMA FOUNDATIONS, INC., a corporation organized and existing under the laws of the State of New York, located and doing business at 6101 16<sup>th</sup> Avenue, Brooklyn, New York 11204, (hereinafter the "ASSIGNOR") is the owner of the trademark WHISPER SOFT (Stylized) and the U.S. registration thereof, Reg. No. 1,422,919, dated December 30, 1986;

WHEREAS, BEBE GIRDLE CORP., a corporation organized and existing under the laws of the State of New York, located and doing business at 505 Carroll Street, Brooklyn, New York 11215, (hereinafter the "ASSIGNEE") is desirous of acquiring all rights, title and interest in and to said trademark, together with registration thereof, and the goodwill of the business symbolized thereby;

NOW, THEREFORE, for ten dollars (\$10.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, said ASSIGNOR does hereby sell, assign and transfer unto said ASSIGNEE, its successors and assigns, all of its rights, title and interest in and to said trademark together with the registration thereof, the goodwill of the business symbolized thereby, and the right to sue and collect damages for any past or present infringement with respect to said trademark.

IN WITNESS WHEREOF, said ASSIGNOR has hereunto executed this instrument on this 29 day of July, 2005.

**ALMA FOUNDATIONS, INC.**

By:   
Print Name: LAURENCE RADBELL  
Title: V. Pres.