

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Assignment for Security		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Integrated Brands, Inc.		04/21/2006	CORPORATION: NEW JERSEY
RECEIVING PARTY DATA			
Name:	JPMorgan Chase Bank, N.A. as administrative agent		
Street Address:	1166 Avenue of the Americas		
Internal Address:	Chase Business Credit		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10036		
Entity Type:	National Banking Association:		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Serial Number:	73706189	CUSTOM CULTURE	
Serial Number:	73609320	FIGHT FAT	
Serial Number:	73617328	SUPER STAR	
CORRESPONDENCE DATA			
Fax Number:	(212)836-6475		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	212-836-8248		
Email:	jepstein@kayescholer.com		
Correspondent Name:	Jeffery M. Epstein, Esq.		
Address Line 1:	425 Park Avenue		
Address Line 2:	c/o Kaye Scholer LLP		
Address Line 4:	New York, NEW YORK 10022		
NAME OF SUBMITTER:	Johanne Remy		

CH \$90.00 73706189

Signature:	/s/ Johanne Remy
Date:	05/02/2006
Total Attachments: 7 source=Chase-CoolBrands Integrated Trademark Assignmnt (w-only the 3 Steve's Ice Cream filings) 4-21-06#page1.tif source=Chase-CoolBrands Integrated Trademark Assignmnt (w-only the 3 Steve's Ice Cream filings) 4-21-06#page2.tif source=Chase-CoolBrands Integrated Trademark Assignmnt (w-only the 3 Steve's Ice Cream filings) 4-21-06#page3.tif source=Chase-CoolBrands Integrated Trademark Assignmnt (w-only the 3 Steve's Ice Cream filings) 4-21-06#page4.tif source=Chase-CoolBrands Integrated Trademark Assignmnt (w-only the 3 Steve's Ice Cream filings) 4-21-06#page5.tif source=Chase-CoolBrands Integrated Trademark Assignmnt (w-only the 3 Steve's Ice Cream filings) 4-21-06#page6.tif source=Chase-CoolBrands Integrated Trademark Assignmnt (w-only the 3 Steve's Ice Cream filings) 4-21-06#page7.tif	

SECURITY AGREEMENT

(TRADEMARKS)

April 21, 2006

WHEREAS, Integrated Brands, Inc., a New Jersey corporation (the "Grantor"), has adopted, used and is using the trademarks listed on Schedule 1 annexed hereto as part hereof, which trademarks are registered in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Grantor is obligated to JPMorgan Chase Bank, N.A., as administrative agent (referred to herein as the "Grantee") and the other Lenders as defined in the Pledge and Security Agreement dated as of April 21, 2006 (the "Security Agreement") among the Grantor, certain affiliates of the Grantor party thereto, and the Grantee for the payment and performance of the Secured Obligations (as defined in the Security Agreement); and

WHEREAS, pursuant to the Security Agreement, the Grantor has granted to Grantee a security interest in all right, title and interest of the Grantor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations;

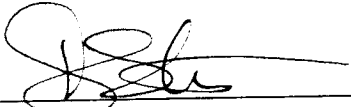
NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Grantor does hereby further grant to Grantee, on behalf of itself and the Lenders, a security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

The Grantor does hereby further acknowledge and affirm that the rights and remedies of Grantee with respect to the security interest in the Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

Grantee's address is Chase Business Credit, 1166 Avenue of the Americas, New York, NY 10036.

IN WITNESS WHEREOF, the Grantor has caused this Trademark Security Agreement to be duly executed by its officer thereunto duly authorized as of the date first above written.

INTEGRATED BRANDS, INC.

By:  _____

Name: David J. Stein

Title: Chief Executive Officer

SCHEDULE 1 TO SECURITY AGREEMENT

TRADEMARKS

Please see attached report.

Trademark Status Report

Country	Mark	Owner	Apply No. Appn. Date	Reg. No. Reg. Date	Class	Goods/Services	Status
Australia	STEVES	Steve's Homemade Ice Cream, Inc.	A424351 26-Mar-1992	A424351 26-Mar-1992	42	services rendered in procuring food or drink including restaurant services, self-service restaurant services and ice cream parlor services	Registered
Australia	STEVES	Steve's Homemade Ice Cream, Inc.	A424350 26-Mar-1992	A424350 26-Mar-1992	30	all goods in this class including ice cream	Registered
Canada	DESIGN OF SNOWMAN HEAD	Steve's Homemade Ice Cream, Inc.	227858 19-May-1993	227858 19-May-1993		frozen confections, namely ice cream	Registered
Canada	STEVE'S	Steve's Homemade Ice Cream, Inc.	523011 05-Jun-1984	364679 02-Feb-1990		ice cream for consumption on or off the premises (intl.cl.42); • ice cream intl.cl.30) and operation of restaurant & retail outlets specializing in the serving & the sale of ice cream intl.cl.42)	Registered
Canada	STEVE'S AND DESIGN	Steve's Homemade Ice Cream, Inc.	523010 05-Jun-1984	369028 01-Jun-1990		retail ice cream store services; operation of restaurant and retail outlets specializing in the serving and the sale of ice cream.	Registered
Canada	STEVE'S ICE CREAM AND DESIGN	Steve's Homemade Ice Cream, Inc.	523012 05-Jun-1984	335727 31-Dec-1987		ice cream for consumption on or off the premises. ice cream.	Registered
Germany	STEVE'S AND DESIGN	Steve's Homemade Ice Cream, Inc.	ST16989/42WZ 14-Aug-1990	1178665 14-Aug-1990	30, 35, 42	operating gastronomic establishments, in particular ice-cream parlours, namely boarding services, conveying organizational economic and technical know-how, business consulting, including technical consulting as regards the planning and organization of such establishments, promotional services and advertising for food stuffs, in particular ice cream, beverages and specialties, ice cream.	Registered
Hong Kong	STEVES	Steve's Homemade Ice Cream, Inc.	5748/88 15-Sep-1988	3794/89 14-Dec-1989	30	coffee, tea, cocoa, sugar, rice, tapioca, sago, artificial coffee; • flour and preparations made from cereals, bread, pastry, and confectionery.	Registered
Indonesia	STEVES	Steve's Homemade Ice Cream, Inc.	HC-01-01-17680 21-Nov-1988	437260 12-Feb-1990	7	advertising and business. ice cream, ice cream confections, ices, sorbets (water ices), preparations included in class 30 for making the aforesaid goods; frozen confections.	Registered
Indonesia	STEVES	Steve's Homemade Ice Cream, Inc.	HC-01-01-17680 21-Nov-1988	437259 12-Feb-1990	30	equipments for selling ice cream namely machines for making ice cream.	Registered
Italy	STEVE'S AND DESIGN	Steve's Homemade Ice Cream, Inc.	M120000009196 09-Aug-1990	605251 09-Aug-1990	42	ice cream for consumption.	Registered

Trademark Status Report

Country	Mark	Owner	Appin. No. Annin. Date	Reg. No. Rev. Date	Class	Goods/Services	Status
Japan	STEVE'S	Steve's Homemade Ice Cream, Inc.	85-35901 08-Apr-1985	2061668 22-Jul-1988	30	ice cream, other goods belonging to this class.	Registered
Japan	STEVE'S ICE CREAM & DEVICE	Steve's Homemade Ice Cream, Inc.	61-105973 07-Oct-1986	2147334 23-Jun-1989	30	ice cream.	Registered
Kuwait	STEVE'S	Steve's Homemade Ice Cream, Inc.	28510 13-Apr-1994	26359 13-Apr-1994	30	ice cream for consumption on and off the premises.	Registered
Massachusetts	STEVE'S ICE CREAM	Steve's Homemade Ice Cream, Inc.		28,788	42	sale and manufacture of ice cream	Registered
Oman	STEVE'S	Steve's Homemade Ice Cream, Inc.	9258 11-Dec-1993	9258 11-Dec-1993	29	jellies, jams, eggs, milk and milk products in international cl. 29.	Registered
Oman	STEVE'S	Steve's Homemade Ice Cream, Inc.	9259 11-Dec-1993	9259 11-Dec-1993	30	frozen yogurt, ice cream sherbert and frozen deserts in international cl. 30.	Registered
Oman	STEVE'S & DESIGN	Steve's Homemade Ice Cream, Inc.	9260 11-Dec-1993	9260 11-Dec-1993	29	jellies, jams, eggs, milk and milk products in international cl. 29.	Registered
Oman	STEVE'S & DESIGN	Steve's Homemade Ice Cream, Inc.	9261 11-Dec-1993	9261 11-Dec-1993	30	frozen yogurt, ice cream sherbert and frozen deserts.	Registered
Qatar	STEVE'S	Steve's Homemade Ice Cream, Inc.	11424 11-Dec-1993	11424 11-Dec-1993	30	frozen yogurt, ice cream sherbert and frozen deserts in international cl. 30.	Registered
Qatar	STEVE'S	Steve's Homemade Ice Cream, Inc.	11422 11-Dec-1993	11422 11-Dec-1993	29	jellies, jams, eggs, milk and milk products in international cl. 29.	Registered
Qatar	STEVE'S & DESIGN	Steve's Homemade Ice Cream, Inc.	11423 11-Dec-1993	11423 11-Dec-1993	29	jellies, jams, eggs, milk and milk products in international cl. 29.	Registered
Qatar	STEVE'S & DESIGN	Steve's Homemade Ice Cream, Inc.	11425 11-Dec-1993	11425 11-Dec-1993	30	frozen yogurt, ice cream sherbert and frozen deserts international cl. 30.	Registered
Saudi Arabia	STEVE'S	Steve's Homemade Ice Cream, Inc.	21122 16-May-1993	16-May-1993	29	jellie, jams, eggs, milk and milk products in international cl. 29.	Registered
Saudi Arabia	STEVE'S	Steve's Homemade Ice Cream, Inc.	21061 12-May-1993	32144 12-May-1993	30	frozen yogurt, ice cream sherbert and frozen deserts in international cl. 30.	Registered

Trademark Status Report

Country	Mark	Owner	APPLn. No. APPLn. Date	Reg. No. Reg. Date	Class	Goods/Services	Status
Saudi Arabia	STEVE'S & DESIGN	Steve's Homemade Ice Cream, Inc.	24972 06-May-1993	39188 06-May-1993	29	milk, milk products, milk beverages, dairy products, eggs, snack foods, ~Y P jellies, pudding and desserts & yogurt.	Registered
Saudi Arabia	STEVE'S & DESIGN	Steve's Homemade Ice Cream, Inc.	24973 03-May-1994	45835 03-May-1994	30	frozen yogurt, ice cream sherbert and frozen deserts in international cl. 30.	Registered
Sweden	STEVE'S AND DESIGN	Steve's Homemade Ice Cream, Inc.	90/07984 03-Sep-1990	237702 10-Jul(-1992)	42	retail ice cream store services.	Registered
Taiwan	STEVE'S	Steve's Homemade Ice Cream, Inc.	77-43932 21-Sep-1988	447054 01-Jul-1989	19		Registered
Thailand	STEVE'S	Steve's Homemade Ice Cream, Inc.	183311 21-Nov-1988	128396 21-Nov-1988	42	ice cream	Registered
United Arab Emirates	STEVE'S	Steve's Homemade Ice Cream, Inc.	4021 22-Dec-1993	1824 22-Dec-1993	29	milk, milk products, milk beverages, dairy products, eggs, snack foods , jellies, pabdding and desserts, yogurt	Registered
United Arab Emirates	STEVE'S	Steve's Homemade Ice Cream, Inc.	4022 22-Dec-1993	1816 22-Dec-1993	30	ice cream, preparation, substances and constituent for making ice cream	Registered
United Arab Emirates	STEVE'S & DESIGN	Steve's Homemade Ice Cream, Inc.	4023 22-Dec-1993	1829 22-Dec-1993	29	milk, milk products, milk beverages, dairy products, eggs, snack foods , jellies, pudding and desserts, yogurt	Registered
United Arab Emirates	STEVE'S & DESIGN	Steve's Homemade Ice Cream, Inc.	4024 22-Dec-1993	1820 22-Dec-1993	30	ice cream, preparation, substances and constituitent for making ice cream	Registered
United Kingdom	STEVE'S AND DESIGN	Steve's Homemade Ice Cream, Inc.	1439880 11-Sep-1990	1439880 11-Sep-1990	42	restaurant and food preparation services; • all included in class 42.	Registered
United Kingdom	STEVE'S AND DESIGN	Steve's Homemade Ice Cream, Inc.	1439878 11-Sep-1990	1439878 11-Sep-1990	30	ice cream; • preparations, substances and constituents, all for making ice cream; • all included in class 30.	Registered
United Kingdom	STEVE'S AND DESIGN	Steve's Homemade Ice Cream, Inc.	1439879 11-Sep-1990	1439879 11-Sep-1990 P-1990	29	"milk, milk products, milk beverages; • dairy products; • eggs; • snack foods; , jellies, puttings and desserts; • yoghurt; all included in class 29; • all J incorporating ice cream; • but not included preserved, dried or cooked fruits".	Registered

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Country	Mark	Owner	Appin. No. Appin. Date	Reg. No. Reg. Date	Class	Goods/Services	Status
United States of America	CUSTOM CULTURE	Steve's Homemade Ice Cream, Inc.	73/706189 19-Jan-1988	1506629 27-Sep-1988	42	restaurant services featuring frozen yogurt	Registered
United States of America	FIGHT FAT	Steve's Homemade Ice Cream, Inc.	73/609320 14-Jul-1986	1430697 24-Feb-1987	42	restaurant services, namely preparation and serving of frozen yogurt	Registered
United States of America	SUPER STAR	Steve's Homemade Ice Cream Corp.	73/617328 29-Aug-1986	1513771 22-Nov-1988	30	frozen confections	Registered