

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Security Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Russell-Newman, Inc.(successor in interest to Russel-Newman, Ltd.)		08/16/2007	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	The CIT Group/Commercial Services, Inc.
Street Address:	11 West 42nd Street
City:	New York
State/Country:	NEW YORK
Postal Code:	10036
Entity Type:	Financial Institution:

PROPERTY NUMBERS Total: 34

Property Type	Number	Word Mark
Serial Number:	78924307	TWIGS
Registration Number:	2881124	TWIGS
Registration Number:	2889806	CLUB BED
Registration Number:	2941293	MICROCREST
Registration Number:	1758443	SAMYE
Registration Number:	1770137	COPACABANA
Registration Number:	1253822	BABYGRO
Registration Number:	1957109	CYPRESS
Registration Number:	0623093	KLEINERT'S
Serial Number:	71011628	KLEINERT'S
Serial Number:	78649559	PAL TOWEL
Serial Number:	78649592	PAL TOWEL
Serial Number:	74532509	GROUND CONTROL
Registration Number:	1711856	DA NOTTE

OP \$865.00 78924307

Registration Number:	1868354	VENTANA
Registration Number:	1797063	CALIFORNIA DESIGN BY DOROTHY SAMUEL
Serial Number:	74221175	CYPRESS
Serial Number:	75242714	SLEEP JAMS
Registration Number:	2053053	SULTAN
Serial Number:	74149504	CALIFORNIA MOODS
Registration Number:	1348014	CYPRESS TERRY
Registration Number:	2003891	CLUB BED
Serial Number:	74149503	CALIFORNIA ET CIE BY DOROTHY SAMUEL
Serial Number:	75242612	GROUND CONTROL
Serial Number:	75176911	PROVENCE
Serial Number:	74532461	CALIFORNIA DESIGN BY NIGHT
Registration Number:	1369118	VENTANA
Serial Number:	73483190	DA NOTTE
Registration Number:	1290120	BABYGRO
Registration Number:	0408705	TEXSHEEN
Registration Number:	1358125	PINX
Registration Number:	1020192	BABYGRO
Registration Number:	1362110	TESSIES
Registration Number:	1386048	COPACABANA

CORRESPONDENCE DATA

Fax Number: (866)826-5420
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 3016380511
Email: ipresearchplus@comcast.net
Correspondent Name: IP Research Plus, Inc.
Address Line 1: 21 Tadcaster Circle
Address Line 2: Attn: Penelope J.A. Agodoa
Address Line 4: Waldorf, MARYLAND 20602

ATTORNEY DOCKET NUMBER:	31989
NAME OF SUBMITTER:	Penelope J.A. Agodoa
Signature:	/pja/
Date:	09/12/2007

Total Attachments: 7

TRADEMARK
REEL: 003619 FRAME: 0357

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TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, Russell-Newman, Inc. (successor in interest to Russell-Newman, Ltd.), a corporation formed under the laws of Delaware located at 600 North Loop 288, Denton, Texas 76209 ("Assignor"), 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, Assignor is obligated to The CIT Group/Commercial Services, Inc. ("Agent") and various other financial institutions (collectively, "Lenders") pursuant to (i) a certain Guarantee and Collateral Agreement, dated August 16, 2007, made by Assignor and the other parties thereto in favor of Agent (as amended, modified, restated or supplemented from time to time, the "Agreement"); and

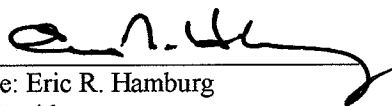
WHEREAS, pursuant to the Agreement, Assignor is granting to Agent for its benefit and for the ratable benefit of Lenders a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor 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.

Assignor 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:
August 16, 2007

Witness: RUSSELL-NEWMAN, INC. (successor in interest to
RUSSELL-NEWMAN, LTD.)

By: 
Name: Eric R. Hamburg
Its: President

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

By: _____
Name:
Its:

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, Russell-Newman, Inc. (successor in interest to Russell-Newman, Ltd.), a corporation formed under the laws of Delaware located at 600 North Loop 288, Denton, Texas 76209 ("Assignor"), 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

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WHEREAS, pursuant to the Agreement, Assignor 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.

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Assignor 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:
August 16, 2007

Witness: RUSSELL-NEWMAN, INC. (successor in interest to RUSSELL-NEWMAN, LTD.)

By: _____
Name: Eric R. Hamburg
Its: President

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

Julie Auf Bayona
By: *Richard Lyons*
Name: RICHARD LYONS
Its: VP

STATE OF NY)

: ss.:

COUNTY OF New York

On this 16 day of August, 2007, before me personally came Eric R. Hamburg, to me known, who, being by me duly sworn, did depose and say that he is the President of Russell-Newman, Inc., 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.



Joselyn Fine
Notary Public, State of New York
No. 01F16139884
Qualified in New York County
Commission Expires 1/17/2010

SCHEDULE A

Schedule A to a Trademark Assignment of Security dated August 16, 2007, by and between Russell-Newman, Inc. and The CIT Group/Commercial Services, Inc., as Agent.

Intellectual Property	Registered Owner	Type	Registration No.	Required Filings (next 12 months)	Filing Fees	Renewal Date
TWIGS	Russell-Newman, Ltd.	Trademark (published)	N/A (Serial No. 78924307)			
TWIGS & Design	Russell-Newman, Ltd.	Trademark (registered)	2881124 (Serial No. 76545273)	None	0.00	09/07/2010
CLUB BED	Russell-Newman, Ltd.	Trademark (registered)	2889806 (Serial No. 76454592)	None	0.00	08/28/2010
MICROCREST	Russell-Newman, Ltd.	Trademark (registered)	2941293 (Serial No. 76561229)	None	0.00	04/19/2011
SAMYE	Russell-Newman, Ltd.	Trademark (registered)	1758443 (Serial No. 74221159)	None	0.00	03/16/2013
COPACABANA	Russell-Newman, Ltd.	Trademark (registered)	1770137 (Serial No. 74222036)	None	0.00	05/11/2013
BABYGRO	Russell-Newman, Ltd.	Trademark (registered) (U.S.)	1253822 (Serial No. 73316034)	None	0.00	10/11/2013
CYPRESS	Russell-Newman, Ltd.	Trademark (registered)	1957109 (Serial No. 74532588)	None	0.00	02/20/2016
<i>Kleinert's</i> (stylized)	Russell-Newman, Ltd.	Trademark (registered)	0623093 (Serial No. 71643167)	None	0.00	03/13/2016
KLEINERT'S	Russell-Newman, Ltd.	Trademark (registered)	48993 (Serial No. 71011628)	None	0.00	01/16/2016
PAL TOWEL (& Design)	Russell-Newman, Ltd.	Trademark	Serial No. 78649559	None	0.00	N/A ²
PAL TOWEL (& Design)	Russell-Newman, Ltd.	Trademark	Serial No. 78649592	None	0.00	N/A ²
GROUND CONTROL	Russell-Newman, Inc.	Trademark	Serial No. 74532509	None	0.00	N/A ²
DA NOTTE	Russell-Newman, Inc.	Trademark	1711856 (Serial No. 7421158)	None	0.00	N/A ²
VENTANA	Russell-	Trademark	1868354	None	0.00	N/A ²

Intellectual Property	Registered Owner	Type	Registration No.	Required Filings (next 12 months)	Filing Fees	Renewal Date
	Newman, Inc.		(Serial No. 74221207)			
CALIFORNIA DESIGN BY DOROTHY SAMUEL	Russell-Newman, Inc.	Trademark	1797063 (Serial No. 74151257)	None	0.00	N/A ²
CYPRESS	Russell-Newman, Inc.	Trademark	Serial No. 74221175	None	0.00	N/A ²
SLEEP JAMS	Russell-Newman, Inc.	Trademark	Serial No. 75242714	None	0.00	N/A ²
SULTAN	Russell-Newman, Inc.	Trademark	2053053 (Serial No. 74467884)	None	0.00	N/A ²
CALIFORNIA MOODS	Russell-Newman, Inc.	Trademark	Serial No. 74149504	None	0.00	N/A ²
CYPRESS TERRY & Design	Russell-Newman, Inc.	Trademark	1348014 (Serial No. 73381514)	None	0.00	N/A ²
CLUB BED	Russell-Newman, Inc.	Trademark	2003891 (Serial No. 74532593)	None	0.00	N/A ²
CALIFORNIA ET CIE BY DOROTHY SAMUEL	Russell-Newman, Inc.	Trademark	Serial No. 74149503	None	0.00	N/A ²
GROUND CONTROL	Russell-Newman, Inc.	Trademark	Serial No. 75242612	None	0.00	N/A ²
PROVENCE	Russell-Newman, Inc. through its operating division Cypress Apparel Group	Trademark	Serial No. 75176911	None	0.00	N/A ²
CALIFORNIA DESIGN BY NIGHT	Russell-Newman, Inc.	Trademark	Serial No. 74532461	None	0.00	N/A ²
VENTANA	Russell-Newman, Inc.	Trademark	1369118 (Serial No. 73494111)	None	0.00	N/A ²
DA NOTTE	Russell-Newman Manufacturing Company	Trademark	Serial No. 73483190	None	0.00	N/A ²
BABYGRO	Russell-Newman, Inc.	Trademark	1290120 (Serial No. 73412775)	None	0.00	N/A ²
TEXSHEEN &	Russell-Newman, Inc.	Trademark	0408705 (Serial No.	None	0.00	N/A ²

Intellectual Property	Registered Owner	Type	Registration No.	Required Filings (next 12 months)	Filing Fees	Renewal Date
Design			71459911)			
PINX	Russell-Newman, Ltd.	Trademark	1358125 (Serial No. 73483141)	None	0.00	N/A ²
BABYGRO & Design	Russell-Newman, Inc.	Trademark	1020192 (Serial No. 72457792)	None	0.00	N/A ²
TESSIES	Russell-Newman, Inc.	Trademark	1362110 (Serial No. 73531732)	None	0.00	N/A ²
COPACABANA & Design	Russell-Newman, Inc.	Trademark	1386048 (Serial No. 73433070)	None	0.00	N/A ²