

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	Grant of Security Interest
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CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Star Ride Kids, Inc.		10/11/2007	CORPORATION:

RECEIVING PARTY DATA

Name:	Israel Discount Bank of New York, as Administrative Agent
Street Address:	511 Fifth Avenue, 13th Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10017
Entity Type:	Banking Association:

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	3191937	SNACK TIME
Registration Number:	2455331	NO OUTLET
Registration Number:	2931597	PANYC
Registration Number:	2564477	PRETTY YOUNG THING
Registration Number:	1836910	STAR RIDE
Serial Number:	78738128	BOYZ THREADZ
Serial Number:	78831093	TEE STUFF
Serial Number:	77146166	URBAN UNDERGROUND

CORRESPONDENCE DATA

Fax Number: (866)826-5420
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 301-638-0511
 Email: ipresearchplus@comcast.net
 Correspondent Name: IP Research Plus, Inc.
 Address Line 1: 21 Tadcaster Circle

CH \$215.00 3191937

Address Line 2: attn: Penelope J.A. Agodoa
Address Line 4: Waldorf, MARYLAND 20602

ATTORNEY DOCKET NUMBER: 32046

NAME OF SUBMITTER: Penelope J.A. Agodoa

Signature: /pja/

Date: 10/15/2007

Total Attachments: 3
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GRANT OF SECURITY INTEREST (TRADEMARKS)

The undersigned, STAR RIDE KIDS, INC., a New York corporation (the "Grantor"), is obligated to ISRAEL DISCOUNT BANK OF NEW YORK, as Administrative Agent (in such capacity, the "Secured Party") and the lenders from time to time party to the Credit Agreement, dated as of October 11, 2007 (as amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement"), by and among the Grantor, Children's Resource Club, Inc., such lenders and the Secured Party, and pursuant to which the Grantor has entered into the Security Agreement, dated as of October 11, 2007 (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement"), by and between the Grantor, the affiliates of Grantor from time to time party thereto and the Secured Party.

Pursuant to the Security Agreement, the Grantor has granted to the Secured Party a security interest in and to all of the right, title and interest of the Grantor in and to the trademarks listed on Schedule 1, which trademarks are registered in the United States Patent and Trademark Office (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 prompt payment, performance and observance of the Obligations (as defined in the Security Agreement).

For good and valuable consideration, the receipt of which is hereby acknowledged, and for the purpose of recording the grant of the security interest as aforesaid, the Grantor does hereby further grant to the Secured Party a security interest in, the Collateral to secure the prompt payment, performance and observance of the Obligations (as defined in the Security Agreement).

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

The Secured Party's address is: 511 Fifth Avenue, 13th Floor, New York, New York 10017.

IN WITNESS WHEREOF, the Grantor has caused this Grant of Security Interest to be duly executed by its duly authorized officer as of the 11th day of October 2007.

STAR RIDE KIDS, INC.

By: 
Name: Stephen Shalam
Title: President

Schedule 1
to
Grant of Security Interest (Trademarks)
by Star Ride Kids, Inc.
Dated as of October 11, 2007

<u>MARK</u>	<u>SERIAL NO.</u>	<u>REGISTRATION NO.</u>	<u>REGISTRATION DATE</u>
SNACK TIME	78683380	3191937	January 2, 2007
NO OUTLET	76062145	2455331	May 29, 2001
PANYC	78154189	2931597	March 8, 2005
PRETTY YOUNG THING	76064039	2564477	April 23, 2002
STAR RIDE	74422858	1836910	May 17, 1994

<u>MARK APPLICATION</u>	<u>SERIAL NO.</u>	<u>REGISTRATION NO.</u>	<u>FILING DATE</u>
BOYZ THREADZ	78738128		October 21, 2005
TEE STUFF	78831093		March 7, 2006
URBAN UNDERGROUND	77146166		April 2, 2007