

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
Russell-Newman, Inc.		03/14/2008	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Plainfield Offshore Holdings X Inc.
Street Address:	55 Railroad Avenue, Plaza Level
Internal Address:	c/o Plainfield Asset Management LLC
City:	Greenwich
State/Country:	CONNECTICUT
Postal Code:	06830
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 15

Property Type	Number	Word Mark
Registration Number:	3179996	BODY CHIC
Registration Number:	2727265	ESCAPADES
Registration Number:	2881124	TWIGS
Registration Number:	2889806	CLUB BED
Registration Number:	2941293	MICROCREST
Registration Number:	3149140	WILLOW WEAR FLIP.IT
Registration Number:	1758443	SAMYE
Registration Number:	3233478	TWIGS
Registration Number:	1770137	COPACABANA
Registration Number:	1253822	BABYGRO
Registration Number:	1957109	CYPRESS
Registration Number:	1349640	WILLOW CREEK
Registration Number:	0623093	KLEINERT'S

OP \$390.00 3179996

Registration Number:	2095398	WILLOW WEAR BY WILLOW CREEK
Serial Number:	77158760	AU NATURAL BY CYPRESS

CORRESPONDENCE DATA

Fax Number: (860)240-2513
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 860-240-2935
Email: michelle.fournier@bingham.com
Correspondent Name: Michelle Fournier
Address Line 1: One State Street
Address Line 2: Bingham McCutchen LLP
Address Line 4: Hartford, CONNECTICUT 06103

ATTORNEY DOCKET NUMBER:	0000330026
NAME OF SUBMITTER:	Michelle Fournier
Signature:	/Michelle Fournier/
Date:	03/28/2008

Total Attachments: 4
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TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, Russell-Newman, Inc. (individually and successor in interest to Russell-Newman, Ltd.), a corporation organized and existing 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 Plainfield Offshore Holdings X Inc. (“Lender”) pursuant to a certain Guarantee and Collateral Agreement, dated March 14, 2008, made by Assignor and the other parties thereto in favor of Lender (as amended, modified, restated or supplemented from time to time, the “Agreement”); and

WHEREAS, pursuant to the Agreement, Assignor is granting to Lender 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 Lender and grant to Lender 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 Agreement and in accordance with the terms and provisions thereof.

[Signatures on Next Page.]

Assignor expressly acknowledges and affirms that the rights and remedies of Lender with respect to the assignment and security interest granted hereby are more fully set forth in the Agreement.

Dated:

March 14, 2008

Witnesses:

RUSSELL-NEWMAN, INC. (individually and as successor in interest to RUSSELL-NEWMAN, LTD.)

[Signature]
Arthur R. Lane

By: [Signature]
Name: Frederick H. Stuart, Jr.
Title: Vice President

STATE OF New York)
COUNTY OF New York)

ss.:

On this 6th day of March, 2008, before me, the undersigned officer, personally came Frederick H. Stuart, Jr., to me known, who, being by me duly sworn, did depose and say that he is the Vice President of Russell-Newman, Inc., the corporation described herein and which executed the foregoing instrument; for the purposes therein contained, by signing the name of the corporation by himself as such Vice President and as his and its free act and deed.


IN WITNESS WHEREOF, I hereunto set my hand.


[Signature]
~~Commissioner of the Superior Court~~
Notary Public
My Commission Expires: _____


ROBERT J. TAN
NOTARY PUBLIC, State of New York
No. 01TA6063307
Qualified in Nassau County
Commission Expires August 27, 2008

Witnesses:

PLAINFIELD OFFSHORE HOLDINGS X INC.,
as Lender





By: 

Name: Rayan R. Joshi
Title: Authorized Individual


STATE OF CONNECTICUT)

ss.: Greenwich

COUNTY OF FAIRFIELD)

On this 6 day of March, 2008, before me, the undersigned officer, personally came Rayan R. Joshi, to me known, who, being by me duly sworn, did depose and say that he is the Authorized Individual of Plainfield Offshore Holdings X Inc., the corporation described herein and which executed the foregoing instrument; for the purposes therein contained, by signing the name of the corporation by himself as such Authorized Individual and as his and its free act and deed.

IN WITNESS WHEREOF, I hereunto set my hand.



Commissioner of the Superior Court
Notary Public
My Commission Expires: 11/30/2010

[Signature Page to Trademark Assignment of Security]

SCHEDULE A

Schedule A to a Trademark Assignment of Security dated March 14, 2008, by and between Russell-Newman, Inc. and Plainfield Offshore Holdings X Inc.

Intellectual Property	Registered Owner	Type	Registration No.
BODY CHIC (stylized)	Russell-Newman, Inc.	Trademark (registered)	3179996 (Serial No. 78689646)
ESCAPADES (stylized)	Russell-Newman, Inc.	Trademark (registered)	2727265 (Serial No. 78144600)
TWIGS & Design	Russell-Newman, Inc.	Trademark (registered)	2881124 (Serial No. 76545273)
CLUB BED	Russell-Newman, Inc.	Trademark (registered)	2889806 (Serial No. 76454592)
MICROCREST	Russell-Newman, Inc.	Trademark (registered)	2941293 (Serial No. 76561229)
WILLOW WEAR FLIP.IT & Design	Russell-Newman, Inc.	Trademark (registered)	3149140 (Serial No. 76556827)
SAMYE	Russell-Newman, Inc.	Trademark (registered)	1758443 (Serial No. 74221159)
TWIGS	Russell-Newman, Inc.	Trademark (published)	3233478 (Serial No. 78924307)
COPACABANA	Russell-Newman, Inc.	Trademark (registered)	1770137 (Serial No. 74222036)
BABYGRO	Russell-Newman, Inc.	Trademark (registered) (U.S.)	1253822 (Serial No. 73316034)
BABYGRO	Russell-Newman, Inc.	Trademark (registered) (Canada)	TMA515687 (Serial No. 0840924)
CYPRESS	Russell-Newman, Inc.	Trademark (registered)	1957109 (Serial No. 74532588)
WILLOW CREEK	Russell-Newman, Inc.	Trademark (registered)	1349640 (Serial No. 73515806)
KLEINERT'S (stylized)	Russell-Newman, Inc.	Trademark (registered)	0623093 (Serial No. 71643167)
WILLOW WEAR BY WILLOW CREEK	Russell-Newman, Inc.	Trademark (registered)	2095398 (Serial No. 75976013)
AU NATURAL BY CYPRESS	Russell-Newman, Inc.	Trademark (Application)	77/158,760