

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
DGL Group Ltd.		07/21/2008	CORPORATION: NEW YORK
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	HSBC Business Credit (USA) Inc.		
<b>Street Address:</b>	452 Fifth Avenue		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10018		
<b>Entity Type:</b>	Financial Institution:		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	77309617	HYPE	
<b>Serial Number:</b>	77300577	DGL GROUP	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(202)408-3141		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	800-927-9801 x2348		
<b>Email:</b>	jpaterso@cscinfo.com		
<b>Correspondent Name:</b>	Corporation Service Company		
<b>Address Line 1:</b>	1090 Vermont Avenue NW, Suite 430		
<b>Address Line 2:</b>	Attn: Jean Paterson		
<b>Address Line 4:</b>	Washington, DISTRICT OF COLUMBIA 20005		
<b>ATTORNEY DOCKET NUMBER:</b>	472700-018		
<b>NAME OF SUBMITTER:</b>	Jean Paterson		
<b>Signature:</b>	/Jean Paterson/		

**CH \$65.00 77309617**

Date:

07/22/2008

**Total Attachments: 4**

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# RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

DGL Group Ltd.  
33 34<sup>th</sup> Street, Fifth Floor  
Brooklyn, New York 11232

- Individual(s)
- General Partnership
- Corporation-State: New York
- Other \_\_\_\_\_
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and address of receiving party(ies):

Name: HSBC Business Credit (USA) Inc.

Internal Address: \_\_\_\_\_

Street Address: 452 Fifth Avenue

City: New York State: NY ZIP: 10018

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State \_\_\_\_\_
- Other Financial Institution

If assignee is not domiciled in the United States, a domestic representative designation is attached  Yes  No

(Designations must be a separate document from Assignment)

Additional Name(s) & address(es) attached?  Yes  No

3. Nature of conveyances:

- Assignment
- Security Agreement
- Other \_\_\_\_\_
- Merger
- Change of Name

Execution Date: July 21, 2008

4. Application Number(s) or registration number(s):

A. Trademark Application.(s)

See attached Schedule A

B. Trademark registration No.(s)

See attached Schedule A

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: \_\_\_\_\_

Internal Address: \_\_\_\_\_

Street Address: \_\_\_\_\_

City: \_\_\_\_\_ State: \_\_\_\_\_ ZIP: \_\_\_\_\_

6. Total number of applications and registrations involved: .....

7. Total fee (37 CFR 3.41): ..... \$ \_\_\_\_\_

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: \_\_\_\_\_

(Attach duplicate copy of this page if paying by deposit account)

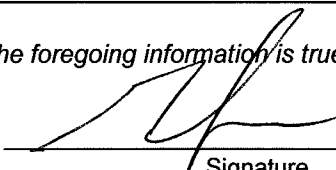
DO NOT USE THIS SPACE

9. Statement and signature.

*To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document*

Graig Solow, Esq.

Name of Person Signing



Signature

July 21, 2008

Date

Total number of pages including coversheet, attachments and document:

**TRADEMARK SECURITY ASSIGNMENT**

WHEREAS, DGL Group Ltd., a New York corporation having a mailing address at 33 34<sup>th</sup> Street, Fifth Floor, Brooklyn, New York 11232 (“Borrower”), 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, Borrower is obligated to HSBC Business Credit (USA) Inc. (“HSBC”) and various other financial institutions (collectively, “Lenders”) and HSBC as agent for Lenders (“Agent”) pursuant to (i) a certain Financing Agreement, dated the date hereof, among Agent, Lenders and Borrower and (ii) a certain Trademark Collateral Security Agreement, dated the date hereof, made by Borrower in favor of Agent (as each may be amended, modified, restated or supplemented from time to time, collectively, the “Agreements”); and

WHEREAS, pursuant to the Agreements, Borrower 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, Borrower 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.


Borrower expressly acknowledges and affirms that the rights and remedies of Agent and Lenders with respect to the collateral assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: New York, New York  
July 21, 2008

DGL GROUP LTD.

By:   
Name: Ezra Zaafarani  
Title: Chief Executive Officer

HSBC BUSINESS CREDIT (USA) INC., as  
Agent

By:   
Name: Edward Chonko  
Title: Vice President

STATE OF NEW YORK )  
 )  
COUNTY OF NEW YORK ) ss:

On the 21st day of July, 2008, before me personally came Ezra Zaafarani to me known, who being by me duly sworn, did depose and say he is the Chief Executive Officer of DGL Group Ltd., the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said corporation.

Jeanne M. Lodico  
Notary Public

My Commission Expires:

JEANNE M. LODICO  
Notary Public, State of New York  
No. 01LO6023719  
Qualified in Suffolk County  
Commission Expires Apr. 26, 20 11

STATE OF NEW YORK )  
 )  
COUNTY OF NEW YORK ) ss:

On the 21st day of July, 2008, before me personally came Edward Chonko to me known, who being by me duly sworn, did depose and say he is the Vice President of HSBC Business Credit (USA) Inc., the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said corporation.

Jeanne M. Lodico  
Notary Public

My Commission Expires:

JEANNE M. LODICO  
Notary Public, State of New York  
No. 01LO6023719  
Qualified in Suffolk County  
Commission Expires Apr. 26, 20 11

**SCHEDULE A**

Schedule A to a Trademark Assignment of Security dated July 21, 2008, by and between DGL Group Ltd. and HSBC Business Credit (USA) Inc., as Agent.

<u>Serial No.</u>	<u>Country</u>	<u>Filing Date</u>	<u>Mark</u>
77309617	USA	October 22, 2007	HYPE
77300577	USA	October 10, 2007	DGL Group

1479152 - Trademark Assignment of Security