

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
International Intimates Inc.		04/01/2009	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	BIB Holdings (Bermuda), Ltd.
Street Address:	84 West Place, 4th Floor
Internal Address:	c/o Dilum Investments, Inc. Attn: John Trovato
City:	Stamford
State/Country:	CONNECTICUT
Postal Code:	06901
Entity Type:	CORPORATION: BERMUDA

PROPERTY NUMBERS Total: 15

Property Type	Number	Word Mark
Registration Number:	1713830	RENE ROFE
Registration Number:	2323626	UNDERVIEWS
Registration Number:	3068496	BON BÉBÉ
Registration Number:	2568403	SOXYGEN
Registration Number:	2727844	LALA
Registration Number:	2889622	HOT BOTTOMS
Registration Number:	2936833	ONLY BOYS
Registration Number:	2950155	
Registration Number:	3099380	ONLY BOYS
Registration Number:	3271985	INTERNATIONAL INTIMATES
Registration Number:	3426946	SOPHIE B.
Registration Number:	3362987	F-I-T FIGURE IMPROVING TECHNOLOGY
Registration Number:	3482093	ONLY GIRLS

CH \$390.00 1713830

Registration Number:	3089986	BABY VIEWS
Serial Number:	77448657	ROCKIN' ROOSTER

CORRESPONDENCE DATA

Fax Number: (800)680-9592
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 212-326-0435
Email: Oleh.Hereliuk@federalresearch.com
Correspondent Name: Pryor Cashman LLP
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Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	434881
NAME OF SUBMITTER:	Oleh Hereliuk
Signature:	/oh/
Date:	04/06/2009

Total Attachments: 3
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**THE RIGHTS AND REMEDIES OF THE LENDERS PURSUANT TO THIS
TRADEMARK ASSIGNMENT OF SECURITY ARE SUBORDINATE TO THE PRIOR
PAYMENT OF CERTAIN OBLIGATIONS OWING BY BORROWER TO HSBC BANK
USA, NATIONAL ASSOCIATION**

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, INTERNATIONAL INTIMATES INC., a corporation formed under the laws of Delaware ("**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, pursuant to that certain Security Agreement dated as of March 5, 2009, as amended and restated by that certain Amended and Restated Security Agreement dated as of March 23, 2009 (as amended, restated, supplemented or otherwise modified from time to time, the "**Agreement**"), Borrower has granted BIB Holdings (Bermuda), Ltd., a Bermuda corporation, René Rofé, Elan Rofé, 3i Investment L.P., a Delaware limited partnership, Robin and Barbara McIlvenny, William Khouri, Sameer Al Aradi, Benjamin Bach, Stephen P. Mallet, Ahmed Nazir, George and Amanda S. Kardouche, Cassim Docrat, Neal A. Lowson, Naeem Karmustaji and Margaret Rouine (together with their heirs, legal representatives, successors and assigns, collectively, the "**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 the Lenders and grant to the 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 Agreement and in accordance with the terms and provisions thereof.

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

Dated: April 1, 2009

Witness:

Allen Sider, Controller

INTERNATIONAL INTIMATES INC.

By: René Rofé

Name: René Rofé

Its: President and Chief Executive Officer

SCHEDULE A

1.	RENE ROFE (STYLIZED) ®, Reg. No. 1,713,830; registered September 8, 1992
2.	UNDERVIEWS ®, Reg. No. 2,323,626; registered February 29, 2000
3.	BON BEBE ®, Reg. No. 3,068,496; registered March 14, 2006
4.	SOXYGEN ®, Reg. No. 2,568,403; registered May 7, 2002
5.	LALA ®, Reg. No. 2,727,844; registered June 17, 2003
6.	HOT BOTTOMS ®, Reg. No. 2,889,622; registered September 28, 2004
7.	ONLY BOYS ®, Class 25, Reg. No. 2,936,833; registered March 29, 2005
8.	Miscellaneous Design (Cat's Head) ®, Reg. No. 2,950,155; registered May 10, 2005
9.	ONLY BOYS ®, Class 24, 25, Reg. No. 3,099,380; registered May 30, 2006
10.	INTERNATIONAL INTIMATES ®, Reg. No. 3,271,985; registered July 31, 2007
11.	SOPHIE B. ®, Reg. No. 3,426,946; registered May 13, 2008
12.	FIT FIGURE IMPROVING TECHNOLOGY (STYLIZED and/or DESIGN) ®, Reg. No. 3,362,987; registered January 1, 2008
13.	ROCKIN' ROOSTER, Appl. No. 77/448,657; filed April 15, 2008
14.	ONLY GIRLS ®, Reg. No. 3,482,093; registered August 5, 2008
15.	BABY VIEWS ®, Reg. No. 3,089,986; registered May 9, 2006