Form PTO-1594 (Rev. 07/05)
OMB Collection 0651-0027 (exp. 6/30/2008)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

International Intimates Inc.
180 Madison Avenue
New York, NY 10016

☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☑ Corporation- State: Delaware
☐ Other

Citizenship (see guidelines)

Additional names of conveying parties attached? ☐ Yes ☑ No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? ☐ Yes ☑ No

Name: HSBC Bank USA, National Association
Internal Address:
Street Address: 452 Fifth Avenue
City: New York
State: New York
Country: USA Zip: 10018

☐ Association Citizenship
☐ General Partnership Citizenship
☐ Limited Partnership Citizenship
☐ Corporation Citizenship
☑ Other Financial Inst. Citizenship USA

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)

3. Nature of conveyance)/Execution Date(s) :

Execution Date(s) April 27, 2009

☐ Assignment ☐ Merger
☑ Security Agreement ☐ Change of Name
☐ Other

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)
See attached Schedule A

B. Trademark Registration No.(s)
See attached Schedule A

Additional sheet(s) attached? ☑ Yes ☐ No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):
See attached Schedule A

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

Name: CT Lien Solutions
Internal Address:
Street Address: 187 Wolf Rd
Ste 101
City: Albany
State: NY Zip: 12205
Phone Number: 800-342-3676 x 4064
Fax Number: 800-962-7049
Email Address: ls-ud albany@wolterskluwer.com

6. Total number of applications and registrations involved: 15

7. Total fee (37 CFR 2.6(b)(6) & 3.41) $ 390.00

☒ Authorized to be charged by credit card
☐ Authorized to be charged to deposit account
☐ Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers 5683
Expiration Date 11/09

b. Deposit Account Number

Authorized User Name

9. Signature:

Signature

May 1, 2009
Date

Padma Ghatage
Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 4

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

OP $390.00 77418657

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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

TRADEMARK
REEL: 003981 FRAME: 0714

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 April 27, 2009 (as amended, restated, supplemented or otherwise modified from time to time, the "**Agreement**"), Borrower has granted HSBC BANK USA, NATIONAL ASSOCIATION (together with its successors and assigns, the "**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, Borrower does hereby assign unto the Lender and grant to the 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.

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

[SIGNATURE PAGE TO FOLLOW]

Dated: April 27, 2009

Witness:

INTERNATIONAL INTIMATES INC.

By:
Name: Rafik Refé
Its: President and Chief Executive Officer

Signature Page to Trademark Assignment of Security - 1624605Error! Unknown document property name.