

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	GRANT OF SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Orlando Bathing Suit, LLC		04/30/2009	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	D.B. Zwirn Special Opportunities Fund, L.P., as collateral agent
Street Address:	745 Fifth Avenue
Internal Address:	18th Floor, Suite 200
City:	New York
State/Country:	NEW YORK
Postal Code:	10151
Entity Type:	LIMITED PARTNERSHIP: DELAWARE

PROPERTY NUMBERS Total: 11

Property Type	Number	Word Mark
Serial Number:	78714653	EVERYTHING BUT WATER THE SWIMWEAR SOURCE
Serial Number:	77023844	AQUA TUTTO
Registration Number:	2348216	E EVERYTHING BUT WATER
Registration Number:	3135734	EVERYTHING BUT WATER THE SWIMWEAR SOURCE
Registration Number:	1247767	JUST ADD WATER
Registration Number:	1247985	JUST ADD WATER
Serial Number:	78630289	JUST ADD WATER
Registration Number:	3231116	JUST ADD WATER
Registration Number:	1252566	JUST ADD WATER
Serial Number:	77406606	THE RIGHT FIT IS A BEAUTIFUL THING
Registration Number:	1672205	WATER WATER EVERYWHERE

CORRESPONDENCE DATA

900133318

**TRADEMARK
 REEL: 003981 FRAME: 0811**

CH \$290.00 78714653

Fax Number: (212)593-5955
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 212-756-2552
Email: marisa.kaplan@srz.com
Correspondent Name: Marisa Kaplan, Esq.
Address Line 1: 919 Third Avenue
Address Line 2: 22nd Floor
Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	017962.0153
NAME OF SUBMITTER:	Marisa Kaplan, Esq. (017962/0153)
Signature:	/kc for mk/
Date:	05/04/2009

Total Attachments: 6
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GRANT OF A SECURITY INTEREST --TRADEMARKS

WHEREAS, Orlando Bathing Suit, LLC, a Delaware limited liability company (the "Grantor") has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on the attached Schedule A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Grantor has entered into a Pledge and Security Agreement, dated April 30, 2009 (as amended, restated, supplemented, modified or otherwise changed from time to time, the "Security Agreement"), in favor of D.B. Zwirn Special Opportunities Fund, L.P., as the Collateral Agent for itself and certain lenders (in such capacity, together with its successors and assigns, if any, the "Grantee"); and

WHEREAS, pursuant to the Security Agreement, the Grantor has granted to the Grantee, and granted to the Grantee for the benefit of the Secured Parties (as defined in the Security Agreement), a continuing security interest in all right, title and interest of the Grantor in, to and under the Trademarks, together with, among other things, 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 and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations (as defined in the Security Agreement).

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantor does hereby grant to the Grantee and grant to the Grantee for the benefit of the Secured Parties, a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

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

IN WITNESS WHEREOF, the Grantor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of April 30, 2009.

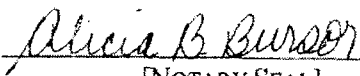
ORLANDO BATHING SUIT, LLC

By: 
Name: **DAVID C. LEE**
Title: **AUTHORIZED SIGNATORY**

STATE OF NEW YORK
ss.:
COUNTY OF NEW YORK

On this 29 day of April, 2009, before me personally came David C. Lee, to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that she is the Authorized Signatory of Orlando Bathing Suit, LLC, a LLC, and that she executed the foregoing instrument in the firm name of Orlando Bathing Suit, LLC, and that she had authority to sign the same, and she acknowledged to me that he executed the same as the act and deed of said firm for the uses and purposes therein mentioned.

ALICIA B BURSOR
~~Notary~~ PUBLIC, STATE OF NEW YORK
Registration No. 01BU6159119
Qualified in Kings County
Commission Expires Jan. 16, 2011


[NOTARY SEAL]
Commission Expires Jan. 16, 2011
Qualified in Kings County
Registration No. 01BU6159119
NOTARY PUBLIC, STATE OF NEW YORK
ALICIA B BURSOR

Signature Page to
Trademark Security Agreement

SCHEDULE A TO GRANT OF A SECURITY INTEREST - TRADEMARKS

[Trademark Registrations and Applications to be attached]


Trademarks

See Attachment

Pending Trademark Applications

Mark	Jurisdiction	Application Number	Filing Date
EVERYTHING BUT WATER THE SWIMWEAR SOURCE	U.S.	78/714,653	September 16, 2005

Domestic Trademark Status Report for Everything But Water, LLC

Mark	Registration No.	Class	State	Serial No.	Filing Date	Priority	Issue Date	Renewal Date	Remarks
JUST ADD WATER	5-13TEX	25	TEXAS	N/A	N/A	07/30/2004	800348110		Registered; renewal due 07/30/2014; owner of record is Just Add Water, Inc.
JUST ADD WATER & DESIGN	5-14TEX	35	TEXAS	N/A	N/A	06/01/2004	800348095		Registered; renewal due 06/01/2014; owner of record is Just Add Water, Inc.
JUST ADD WATER	5-15TEX	35	TEXAS	N/A	N/A	06/01/2004	800348097		Registered; renewal due 06/01/2014; owner of record is Just Add Water, Inc.
AQUA TUTTO									Notice of Allowance issued 06/21/2007, 2nd Extension Request filed 07/23/2008, 3rd Extension Request filed 2/9/2009, Extension has been approved, Next Extension or Statement of Use is Due 08/09.
AQUA TUTTO (Stylized)									(Swim wear, shirts, blouses, dresses, pants, skirts, hats and shoes)
									Registered; renewal due 05/09/2010, Section 8 & 15 Affidavit accepted
EVERYTHING BUT WATER & FANCIFUL E									(Retail store services featuring swimwear and accessories)
EVERYTHING BUT WATER THE SWIMWEAR SOURCE									Registered; renewal due 08/29/2016, will need to file a Section 8 & 15 Affidavit between 08/29/2011 and 08/29/2012
JUST ADD WATER									Retail stores featuring swimwear and accessories and online retail stores featuring swimwear and accessories
JUST ADD WATER (STYLIZED)									Registered; renewal due 08/09/2013, Section 8 & 15 Affidavit accepted; owner of record is Just Add Water, Inc.
JUST ADD WATER (STYLIZED)									(Fashion swimwear for Women)
JUST ADD WATER (STYLIZED)									Registered; renewal due 08/09/2013, Section 8 & 15 Affidavit accepted; owner of record is Just Add Water, Inc.
JUST ADD WATER (STYLIZED)									(Retail store services in the field of women's swimwear)
JUST ADD WATER (STYLIZED)									Notice of Allowance issued 05/09/2006, 1st Extension Request filed 04/16/2008, will need to file an Allegation of Use or Extension Request on or before 5/09/2009, owner of record is Just Add Water, Inc. Will change the WEB site to reflect usage and file an Allegation of Use by 5/09/2009.
JUST ADD WATER (STYLIZED)									(Electronic catalog services and mail order catalog services, and on-line retail store services all featuring swimwear, clothing, shoes and sunglasses)
JUST ADD WATER (STYLIZED)									Registered; renewal due 04/17/2017, will need to file a Section 8 & 15 Affidavit between 04/17/2012 and 04/17/2013, owner of record is Just Add Water, Inc.
JUST ADD WATER (STYLIZED)									(Clothing, namely, swimwear, cover-ups, footwear, hats, shirts, shorts, skirts, pants and visors)
JUST ADD WATER & DESIGN									Registered; renewal due 09/27/2013, Section 8 & 15 Affidavit accepted; owner of record is Just Add Water, Inc.
THE RIGHT FIT IS A BEAUTIFUL THING									(Retail store services in the field of women's swimwear)
WATER WATER EVERYWHERE									Application will be/was published for opposition on or before 07/15/2008, Extension Request filed 3/11/09 and has been approved. Next extension Request or Statement of Use is due 08/09
									(Retail store services featuring swimwear and accessories)
									Registered; renewal due 01/14/2012, Section 8 & 15 Affidavit accepted
									(Retail store services, specializing in beachwear, accessories and other related items)

Information Regarding Domain Names

- EVERYTHINGBUTWATER.COM (Expiration date 02/26/11)
Domain Registration through Network Solutions, LLC
- JUSTADDWATER.COM (Expiration date 03/15/11)
Domain Registration through Network Solutions, LLC