

**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
S. Rothschild & Co., Inc.		03/24/2010	CORPORATION: NEW YORK

**RECEIVING PARTY DATA**

Name:	HSBC Bank USA, National Association
Street Address:	452 Fifth Avenue
Internal Address:	4th Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10018
Entity Type:	Association: UNITED STATES

**PROPERTY NUMBERS Total: 38**

Property Type	Number	Word Mark
Registration Number:	1653121	BEALE & THURLOE LTD.
Registration Number:	2175826	BOSTON OUTFITTERS
Registration Number:	3618904	CLASSICS BY LARRY LEVINE
Registration Number:	2898795	CLASSICS BY S. ROTHSCHILD
Registration Number:	1559936	CONCEPT II
Registration Number:	1202844	IZZI
Registration Number:	2827466	IZZI COLLECTIONS
Registration Number:	1621317	IZZI'S GANG
Registration Number:	1615804	IZZI'S KIDS
Registration Number:	2827467	IZZI SPORT
Registration Number:	1408632	JUNIOR CONCEPT
Registration Number:	2836177	KUTE KIDDIE
Registration Number:	2898862	LE PETIT ROTHSCHILD

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Registration Number:	2898793	LA PETITE ROTHSCHILD
Registration Number:	1744606	LARRY LEVINE
Registration Number:	2827465	LARRY LEVINE DESIGNS
Registration Number:	2822812	LARRY LEVINE DESIGN
Registration Number:	2827464	LARRY LEVINE SPORT
Registration Number:	2827463	LARRY LEVINE PETITES
Registration Number:	2827462	LEVINE CLASSICS
Registration Number:	3031335	LL LARRY LEVINE SPORT
Registration Number:	2960589	MACKINTOSH NEW ENGLAND SINCE 1935
Registration Number:	2162989	MACKINTOSH NEW ENGLAND
Registration Number:	1959101	M D P
Registration Number:	2204646	ROTHSCHILD
Registration Number:	2898794	ROTHSCHILD SPORT
Registration Number:	2213571	S. ROTHSCHILD
Registration Number:	2821020	SKY COUNTRY
Registration Number:	1447625	SOUTH CREEK
Registration Number:	3418804	SPORT-MAC BY NEW ENGLAND MACKINTOSH
Registration Number:	1508283	STORM STOPPER
Registration Number:	647877	THE AMERICAN MALE
Registration Number:	1477591	
Serial Number:	77364143	ALL OUTDOORS
Serial Number:	77364116	LAKE FOREST
Serial Number:	77813015	LARRY LEVINE
Serial Number:	77813039	LARRY LEVINE
Serial Number:	77313260	L.L. COLLEZIONI ITALIA

**CORRESPONDENCE DATA**

Fax Number: (202)408-3141  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 800-927-9801 x2348  
Email: jpaterso@cscinfo.com  
Correspondent Name: Corporation Service Company  
Address Line 1: 1090 Vermont Avenue NW, Suite 430  
Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER:	415203
NAME OF SUBMITTER:	Jean Paterson

Signature:	/jep/
Date:	06/14/2010
Total Attachments: 5 source=6-14-10 S Rothschild-TM#page1.tif source=6-14-10 S Rothschild-TM#page2.tif source=6-14-10 S Rothschild-TM#page3.tif source=6-14-10 S Rothschild-TM#page4.tif source=6-14-10 S Rothschild-TM#page5.tif	



**GRANT OF SECURITY INTEREST (TRADEMARKS)**

The undersigned, **S. ROTHSCHILD & CO., INC.**, a New York corporation (the "Grantor"), together with **FIELDSTON CLOTHES, INC.**, a New Jersey corporation, and **RIVER FALLS MANUFACTURING CORP.**, a New York corporation (collectively with the Grantor, the "Borrowers"), and **HSBC BANK USA, NATIONAL ASSOCIATION** (the "Secured Party"), are parties to a certain Line Letter, dated the date hereof (as amended, restated, supplemented or otherwise modified from time to time, the "Line Letter") pursuant to which the Secured Party has established for the Borrowers an uncommitted discretionary demand line of credit. In connection therewith, the Borrowers have entered into a Security Agreement, dated the date hereof (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement") with the Secured Party

Pursuant to the Security Agreement, the Grantor has granted to the Secured Party a security interest in and to all of the right, title and interest of the Grantor in and to the trademarks listed on Schedule 1, which trademarks are registered in the United States Patent and Trademark Office (the "Trademarks"), together with 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 (the "Collateral"), to secure the prompt payment, performance and observance of the Obligations (as defined in the Security Agreement).

For good and valuable consideration, the receipt of which is hereby acknowledged, and for the purpose of recording the grant of the security interest as aforesaid, the Grantor does hereby further grant to the Secured Party a security interest in, the Collateral to secure the prompt payment, performance and observance of the Obligations (as defined in the Security Agreement).

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

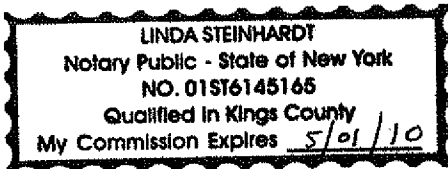
The Secured Party's address is: 452 Fifth Avenue, 4th floor, New York, New York 10018.

**IN WITNESS WHEREOF**, the Grantor has caused this Grant of Security Interest to be duly executed by its duly authorized officer on the 27<sup>th</sup> day of March, 2010.

S. ROTHSCHILD & CO., INC.

By: \_\_\_\_\_

Name: Mark Friedman  
Title: President



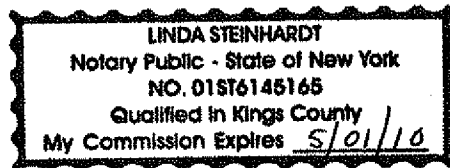
STATE OF New York )  
COUNTY OF New York ) ss.:

On the 28<sup>th</sup> day of March in the year 2010 before me, the undersigned, personally appeared Mark Friedman, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity, and that by his/her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

Linda Steinhardt  
Notary Public

My Commission Expires:

5/01/10



## Schedule I

**U.S. Trademarks:**

<b>Mark</b>	<b>SN/ Reg. No.:</b>	<b>Status</b>
All Outdoors	77364143	Filed 01/04/08.
Beale & Thurloe Ltd.	1653121	Registered 08/06/91.
Boston Outfitters	2175826	Registered 07/21/98.
Classics By Larry Levine	3618904	Registered 5/12/09.
Classics By S. Rothschild	2898795	Registered 11/02/04.
Concept II	1559936	
Izzi	1202844	Registered 07/27/82.
Izzi Collections	2827466	Registered 03/30/04.
Izzi's Gang	1621317	Registered 11/06/90.
Izzi's Kids	1615804	Registered 10/02/90.
Izzi Sport	2827467	Registered 03/30/04.
Junior Concept	1408632	Registered 09/09/86.
Kute Kiddie	2836177	Registered 04/27/04.
Lake Forest	77364116	Filed 01/04/08.
Le Petit Rothschild	2898862	Registered 11/02/04.
La Petite Rothschild	2898793	Registered 11/02/04.
Larry Levine	1744606	Registered 01/05/93.
Larry Levine	77813015	Filed 01/19/10
Larry Levine	77813039	Filed 01/19/10
Larry Levine Designs	2827465	Registered

Mark	SN/ Reg. No.:	Status
		03/30/04.
Larry Levine Design	2822812	Registered 03/16/04.
Larry Levine Sport	2827464	Registered 03/30/04.
Larry Levine Petites	2827463	Registered 03/30/04.
Levine Classics	2827462	Registered 03/30/04.
LL Larry Levine Sport	3031335	Registered 12/20/05.
L.L. Collezioni Italia	77313260	Registered 01/27/09.
Mackintosh New England Since 1935	2960589	Registered 06/07/05.
Mackintosh New England	2162989	Registered 06/09/98.
MDP	1959101	Registered 02/27/96.
Rothschild	2204646	Registered 11/24/98.
Rothschild Sport	2898794	Registered 11/02/04.
S. Rothschild	2213571	Registered 12/29/98.
Sky Country	2821020	Registered 03/09/04.
South Creek	1447625	Registered 07/14/87.
Sport-Mac By New England Mackintosh	3418804	Registered 04/29/08.
Storm Stopper	1508283	Registered 10/11/88.
The American Male	647877	Registered 07/02/57.
<b>VESTCOAT</b>  VestCoat & Design	1447591	Registered 07/14/87.