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
STRATEGIC PARTNERS, INC.		08/23/2010	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	CREDIT SUISSE AG, CAYMAN ISLANDS BRANCH
Street Address:	ONE MADISON AVENUE
City:	NEW YORK
State/Country:	NEW YORK
Postal Code:	10010
Entity Type:	BANK: SWITZERLAND

PROPERTY NUMBERS Total: 54

Property Type	Number	Word Mark
Registration Number:	3134825	ANYWEARS
Registration Number:	2804693	ANYWEARS BY THE ANYWEAR SHOE COMPANY
Registration Number:	2800217	ANYWEARS BY THE ANYWEAR SHOE COMPANY
Registration Number:	2352939	CHEROKEE
Registration Number:	3095987	CHEROKEE MEDICAL
Registration Number:	2159729	CLASSROOM
Registration Number:	2345931	CLASSROOM
Registration Number:	2774019	DBL
Registration Number:	2971898	
Registration Number:	3588633	FLEX APPEAL
Registration Number:	2827504	II SOFT
Registration Number:	2339214	INSPIRED COMFORT
Registration Number:	2834083	INSPIRED COMFORT AWARD
Registration Number:	2293444	MEDMAN

OP $1365.00 3134825

Registration Number:	3349927	P.I.E.
Registration Number:	2926678	PLUSH TOUCH
Registration Number:	3028307	R
Registration Number:	2692696	R-CLOGZ
Registration Number:	3480563	REZENATE!
Registration Number:	2278251	ROCKERS
Registration Number:	1242899	ROCKERS
Registration Number:	1575088	ROCKERS FOR WALKERS
Registration Number:	2780032	SCRUB H.Q.
Registration Number:	2938696	SCRUB SOLUTIONS
Registration Number:	2157323	SCRUB STAR
Registration Number:	3767912	SCRUBS
Registration Number:	2933717	SCRUBS U
Registration Number:	2452877	STRONG ENOUGH TO CARE
Registration Number:	3071403	SURF SCRUBS
Registration Number:	3021993	TEAM SCRUBS
Registration Number:	2419949	TOONIFORMS
Serial Number:	77903451	ANYWEAR
Serial Number:	77902298	ANYWEAR
Serial Number:	77912959	ANYWEAR SHOE COMPANY
Serial Number:	77697307	CUPCAKE KIDS
Serial Number:	77875832	
Serial Number:	85001810	EDS
Serial Number:	85001812	GENERATION FLEX
Serial Number:	85001814	GENFLEX
Serial Number:	85014762	HAMILTON SQUARE
Serial Number:	85001860	HIP FLIP
Serial Number:	77443771	HOSPITAL CRITTERZ
Serial Number:	77443410	HOSPITAL CRITTERZ
Serial Number:	77443414	HOSPITAL CRITTERZ
Serial Number:	77443406	HOSPITAL CRITTERZ
Serial Number:	77598580	INSPIRED COMFORT
Serial Number:	77693793	MAKING A BEAUTIFUL DIFFERENCE
Serial Number:	85016305	PATIENCE
Serial Number:	77952167	PREPSTAR

Serial Number:	85001820	SANDWASHED
Serial Number:	85014766	SANFORD MILLS
Serial Number:	77848699	STRATEGIC MEDIA GROUP
Serial Number:	77366856	TRUE U
Serial Number:	77624832	WORK PERFECT

CORRESPONDENCE DATA

Fax Number: (866)826-5420

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 3016380511

Email: ipresearchplus@comcast.net

Correspondent Name: IP Research Plus, Inc.

Address Line 1: 21 Tadcaster Circle

Address Line 2: Attn: Penelope J.A. Agodoa

Address Line 4: Waldorf, MARYLAND 20602

ATTORNEY DOCKET NUMBER:	36121
NAME OF SUBMITTER:	Penelope J.A. Agodoa
Signature:	/pja/
Date:	09/20/2010

Total Attachments: 8

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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):
STRATEGIC PARTNERS, INC.

☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☑ Corporation- State: USA
☐ 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: CREDIT SUISSE AG, CAYMAN ISLANDS BRANCH
Internal Address:
Street Address: ONE MADISON AVENUE
City: NEW YORK
State: NY
Country: USA Zip: 10010

☐ Association Citizenship
☐ General Partnership Citizenship
☐ Limited Partnership Citizenship
☐ Corporation Citizenship
☑ Other BANK Citizenship SWITZERLAND

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) AUGUST 23, 2010

☑ 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)
PLEASE SEE ATTACHED SCHEDULE

B. Trademark Registration No.(s)
PLEASE SEE ATTACHED SCHEDULE

Additional sheet(s) attached? ☑ Yes ☐ No

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

5. Name & address of party to whom correspondence concerning document should be mailed:
Name: IP Research Plus
Internal Address:
Attn: Penelope J.A. Agodoa
Street Address:
21 Tadcaster Circle
City: Waldorf
State: MD Zip: 20602
Phone Number: 301-638-0511
Fax Number: 866-826-5420
Email Address: orders@ipresearchplus.com

6. Total number of applications and registrations involved: 54

7. Total fee (37 CFR 2.6(b)(6) & 3.41) $
☐ Authorized to be charged by credit card
☐ Authorized to be charged to deposit account
☐ Enclosed

8. Payment Information:
a. Credit Card Last 4 Numbers
Expiration Date
b. Deposit Account Number
Authorized User Name

9. Signature:
Signature
August 23, 2010
Date
DongHwa Kim
Name of Person Signing
Total number of pages including cover sheet, attachments, and document: 8

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

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Collateral Agreement dated as of August 23, 2010 (as amended, restated, supplemented or otherwise modified from time to time, the "Agreement") among the Grantor (as defined below), the other grantors party thereto and the Administrative Agent for the Secured Parties, the undersigned Grantor has granted a continuing security interest in and continuing lien upon the Trademarks, including the United States Trademarks on Schedule 1 hereto (the "Trademark Collateral") to the Administrative Agent for the ratable benefit of the Secured Parties. Terms used herein but not otherwise defined herein shall have the meaning ascribed to them in the Agreement.

The Grantors and the Administrative Agent, on behalf of the Secured Parties, hereby acknowledge and agree that the grant of a security interest in the Trademark Collateral (a) may only be terminated in accordance with the terms of the Agreement and (b) is not to be construed as an assignment of any trademark or trademark application.

This Notice of Grant of Security Interest in Trademarks has been entered into in conjunction with the provisions of the Agreement. The Grantor does hereby acknowledge and confirm that the grant of the security interest hereunder to, and the rights and remedies of, the Administrative Agent with respect to the Collateral are more fully set forth in the Agreement, the terms and provisions of which are incorporated herein by reference as if fully set forth herein.

[Signature page follows]

TRADEMARK
REEL: 004281 FRAME: 0189

GRANTOR:

Very truly yours,

STRATEGIC PARTNERS, INC.

9800 De Soto Ave
Chatsworth, CA 91311

By: Robert Pierpoint
Name: Robert Pierpoint
Title: CFO

ADMINISTRATIVE AGENT:

Acknowledged and accepted:

CREDIT SUISSE AG, CAYMAN ISLANDS BRANCH,

One Madison Avenue
New York, NY 10010

By:_____
Name:
Title:

By:_____
Name:
Title:

GRANTOR:

Very truly yours,

STRATEGIC PARTNERS, INC.

9800 De Soto Ave
Chatsworth, CA 91311

By:_____
Name:
Title:

ADMINISTRATIVE AGENT:

Acknowledged and accepted:

CREDIT SUISSE AG, CAYMAN ISLANDS BRANCH,

One Madison Avenue
New York, NY 10010

By:_____
Name: Jay Chall
Title: Director

By:_____
Name: VIPUL DHADDA
Title: ASSOCIATE

SCHEDULE 1

TRADEMARKS AND TRADEMARK APPLICATIONS

Mark	Country	Status	App No.	App. Date	Reg. No.	Reg. Date	Owner
ANYWEAR	United States	Pending	77903451	12/31/09			Strategic Partners, Inc.
ANYWEAR	United States	Pending	77902298	12/29/10			Strategic Partners, Inc.
ANYWEAR SHOE COMPANY	United States	Pending	77912959	1/15/10			Strategic Partners, Inc.
ANYWEARS	United States	Registered			3134825	8/29/06	Strategic Partners, Inc.
ANYWEARS BY THE ANYWEARS SHOE COMPANY & design	United States	Registered			2804693	1/13/04	Strategic Partners, Inc.
ANYWEAR SHOE COMPANY & design	United States	Registered			2800217	12/30/03	Strategic Partners, Inc.
CHEROKEE	United States	Registered			2352939	5/30/00	Strategic Partners, Inc.
CHEROKEE MEDICAL	United States	Registered			3095987	5/23/06	Strategic Partners, Inc.
CLASSROOM	United States	Registered			2159729	5/19/98	Strategic Partners, Inc.
CLASSROOM	United States	Registered			2345931	4/25/00	Strategic Partners, Inc.
CUPCAKE KIDS	United States	Pending (Intent to Use)	77697307	3/23/09			Strategic Partners, Inc.
DBL	United States	Registered			2774019	10/14/03	Strategic Partners, Inc.
Design Only	United States	Pending (Intent to Use)	77875832	11/18/09			Strategic Partners, Inc.

TRADEMARK
REEL: 004281 FRAME: 0192

Mark	Country	Status	App No.	App. Date	Reg. No.	Reg. Date	Owner
Design Only	United States	Registered			2971898	7/19/05	Strategic Partners, Inc.
EDS	United States	Pending ITU	85001810	3/30/10			Strategic Partners Inc.
FLEX APPEAL	United States	Registered			3588633	3/10/09	Strategic Partners, Inc.
GENERATION FLEX	United States	Pending (Intent to Use)	85001812	3/30/10			Strategic Partners, Inc.
GENFLEX	United States	Pending (Intent to Use)	85001814	3/30/10			Strategic Partners, Inc.
HAMILTON SQUARE	United States	Pending (Intent to Use)	85014762	4/15/10			Strategic Partners, Inc.
HIP FLIP	United States	Pending (Intent to Use)	85001860	3/30/10			Strategic Partners, Inc.
HOSPITAL CRITTERZ	United States	Pending (Intent to Use)	77443771	4/9/08			Strategic Partners, Inc.
HOSPITAL CRITTERZ	United States	Pending (Intent to Use)	77443410	4/8/08			Strategic Partners, Inc.
HOSPITAL CRITTERZ	United States	Pending (Intent to Use)	77443414	4/8/08			Strategic Partners, Inc.
HOSPITAL CRITTERZ	United States	Pending (Intent to Use)	77443406	4/8/08			Strategic Partners, Inc.
II SOFT & design	United States	Registered			2827504	3/30/04	Strategic Partners, Inc.
INSPIRED COMFORT	United States	Pending (Intent to Use)	77598580	10/22/08			Strategic Partners, Inc.
INSPIRED COMFORT	United States	Registered			2339214	4/4/00	Strategic Partners, Inc.

TRADEMARK
REEL: 004281 FRAME: 0193

Mark	Country	Status	App No.	App. Date	Reg. No.	Reg. Date	Owner
INSPIRED COMFORT AWARD & design	United States	Registered			2834083	4/20/04	Strategic Partners, Inc.
MAKING A BEAUTIFUL DIFFERENCE	United States	Pending (Intent to Use)	77693793	3/18/09			Strategic Partners, Inc.
MEDMAN	United States	Registered			2293444	11/16/99	Strategic Partners, Inc.
P.I.E.	United States	Registered			3349927	12/4/07	Strategic Partners, Inc.
PATIENCE	United States	Pending (Intent to Use)	85016305	4/16/10			Strategic Partners, Inc.
PLUSH TOUCH	United States	Registered			2926678	2/15/05	Strategic Partners, Inc.
PREPSTAR	United States	Pending (Intent to Use)	77952167	3/5/10			Strategic Partners, Inc.
R & design	United States	Registered			3028307	12/13/05	Strategic Partners, Inc.
R-CLOGZ	United States	Registered			2692696	3/4/03	Strategic Partners, Inc.
REZENATE!	United States	Registered			3480563	8/5/08	Strategic Partners, Inc.
ROCKERS	United States	Registered			2278251	9/14/99	Strategic Partners, Inc.
ROCKERS	United States	Registered			1242899	6/21/83	Strategic Partners, Inc.
ROCKERS FOR WALKERS	United States	Registered			1575088	1/2/90	Strategic Partners, Inc.
SANDWASHE D	United States	Pending (Intent to Use)	85001820	3/30/10			Strategic Partners, Inc.
SANFORD MILLS	United States	Pending (Intent to Use)	85014766	4/15/10			Strategic Partners, Inc.

TRADEMARK
REEL: 004281 FRAME: 0194

Mark	Country	Status	App No.	App. Date	Reg. No.	Reg. Date	Owner
SCRUB H.Q.	United States	Registered			2780032	11/4/03	Strategic Partners, Inc.
SCRUB SOLUTIONS	United States	Registered			2938696	4/5/05	Strategic Partners, Inc.
SCRUB STAR	United States	Registered			2157323	5/12/98	Strategic Partners, Inc.
SCRUBS	United States	Registered			3767912	3/30/10	Strategic Partners, Inc.
SCRUBS U	United States	Registered			2933717	3/15/05	Strategic Partners, Inc.
STRATEGIC MEDIA GROUP	United States	Pending (Intent to Use)	77848699	10/14/09			Strategic Partners, Inc.
STRONG ENOUGH TO CARE	United States	Registered			2452877	5/22/01	Strategic Partners, Inc.
SURF SCRUBS	United States	Registered			3071403	3/21/06	Strategic Partners, Inc.
TEAM SCRUBS	United States	Registered			3021993	11/29/05	Strategic Partners, Inc.
TOONIFORMS	United States	Registered			2419949	1/9/01	Strategic Partners, Inc.
TRUE U	United States	Pending ITU	77366856	1/8/08			Strategic Partners Inc.
WORK PERFECT	United States	Pending (Intent to Use)	77624832	12/2/08			Strategic Partners, Inc.

TRADEMARK

RECORDED: 09/20/2010

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