

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
Marks USA I, LLC		10/28/2010	LIMITED LIABILITY COMPANY: NEW YORK
RECEIVING PARTY DATA			
Name:	HSBC Bank USA, National Association, as Agent		
Street Address:	8 East 40th Street		
Internal Address:	3rd Floor		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10016		
Entity Type:	Financial Institution: UNITED STATES		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Registration Number:	3788530	M MARKS USA AMITYVILLE, N.Y. 11701	
Registration Number:	3713079	M MARKS USA	
Registration Number:	2580273	IQUÉ	
Registration Number:	1588508	MARKS	
Registration Number:	1587423	MARKS USA	
CORRESPONDENCE DATA			
Fax Number:	(202)408-3141		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
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		

CH \$140.00 3788530

900176910

**TRADEMARK
 REEL: 004411 FRAME: 0251**

ATTORNEY DOCKET NUMBER:	570202
NAME OF SUBMITTER:	Jean Paterson
Signature:	/jep/
Date:	11/08/2010
Total Attachments: 7 source=11-8-10 Marks USA I LLC - TM#page1.tif source=11-8-10 Marks USA I LLC - TM#page2.tif source=11-8-10 Marks USA I LLC - TM#page3.tif source=11-8-10 Marks USA I LLC - TM#page4.tif source=11-8-10 Marks USA I LLC - TM#page5.tif source=11-8-10 Marks USA I LLC - TM#page6.tif source=11-8-10 Marks USA I LLC - TM#page7.tif	

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):

Marks USA I, LLC
365 Bayview Avenue
Amityville, New York 11701

- Individual(s) Association
- General Partnership Limited Partnership
- Corporation- State: _____
- Other Limited Liability Co.

Citizenship (see guidelines) New York
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, as Agent
Internal
Address: _____

Street Address: 8 East 40th Street, 3rd Floor

City: New York

State: New York

Country: USA Zip: 10016

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship _____

Other Financial Institution 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) October 28, 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)

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):

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

Name: _____

Internal Address: _____

Street Address: _____

City: _____

State: _____ Zip: _____

Phone Number: _____

Fax Number: _____

Email Address: _____

6. Total number of applications and registrations involved:

5

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

October 28, 2010

Date

Sarah M. Gilbert

Name of Person Signing

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

7

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

SECURITY INTEREST AGREEMENT

WHEREAS, Marks USA I, LLC, a limited liability company formed under the laws of the State of New York, located at 365 Bayview Avenue, Amityville, NY 11701 (“Grantor”), 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, Grantor is obligated to HSBC Bank USA, National Association (“HSBC”) and various other financial institutions (collectively, “Lenders”) and HSBC as agent for Lenders (“Agent”) pursuant to (i) a certain Amended and Restated Unlimited Guaranty, dated the date hereof, made by Grantor in favor of Agent and (ii) a certain Continuing General Security Agreement, dated the date hereof, made by Grantor in favor of Agent (as each may be amended, modified, restated or supplemented from time to time, collectively, the “Agreements”); and

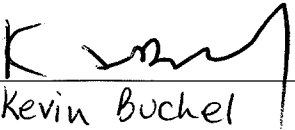
WHEREAS, pursuant to the Agreements, Grantor is granting to Agent for its benefit and for the ratable benefit of Lenders a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Grantor does hereby grant unto Agent for its benefit and for the ratable benefit of Lenders and grant to Agent for its benefit and for the ratable benefit of 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 security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

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

Dated: New York, New York
October 28, 2010

MARKS USA I, LLC

By: 
Name: Kevin Buchel
Its: Manager

STATE OF NEW YORK)

: ss.:

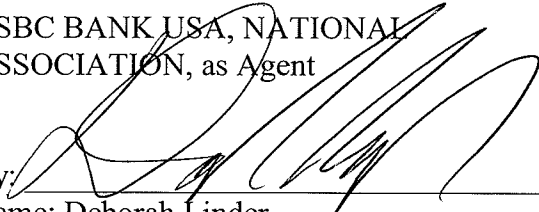
COUNTY OF NEW YORK)

On this 28th day of October, 2010, before me personally came Kevin Buchel, to me known, who, being by me duly sworn, did depose and say that s/he is the manager of Marks USA I, LLC, the limited liability company described in and which executed the foregoing instrument; and that s/he signed her/his name thereto by order of the board of directors of said corporation.

GENE B. SEGALL
Notary Public, State of New York
No. 01SE6062920
Qualified in Nassau County
Commission Expires August 20, 2013

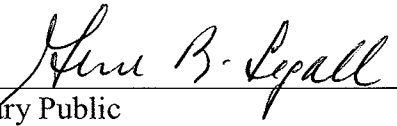
Gene B. Segall
Notary Public

HSBC BANK USA, NATIONAL
ASSOCIATION, as Agent

By: 
Name: Deborah Linder
Its: Vice President

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

On this 28th day of October, 2010, before me personally came Deborah Linder, to me known, who, being by me duly sworn, did depose and say that s/he is the Vice President of HSBC Bank USA, National Association, the entity described in and which executed the foregoing instrument; and that s/he signed her/his name thereto by order of the board of directors of said corporation.



Notary Public

GENE B. SEGALL
Notary Public, State of New York
No. 01SE6062920
Qualified in Nassau County
Commission Expires August 20, 2013

SCHEDULE A

Schedule A to a Security Interest Agreement dated October 28, 2010, by and between Marks USA I, LLC and HSBC Bank USA, National Association, as Agent.

REGISTRATION NO. OR APPLICATION NO.	REGISTRATION OR FILING DATE	MARK
3788530	05/11/2010	M MARKS USA AMITYVILLE
3713079	11/17/2009	M MARKS USA
2580273	06/11/2002	IQUE
1588508	03/27/1991	MARKS
1587423	03/20/1990	MARKS USA