

**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
Healthtex Apparel Corp.		12/10/2010	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

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

**PROPERTY NUMBERS Total: 15**

Property Type	Number	Word Mark
Registration Number:	2853875	HEALTHTEX SINCE 1921
Registration Number:	2800493	KIDPROOF
Registration Number:	2567614	HEALTHTEX
Registration Number:	2591718	KIDPROOF
Registration Number:	2849578	BABY HEALTHTEX
Registration Number:	2909176	GIRLS CLUB
Registration Number:	2913833	HEALTHTEX
Registration Number:	3404868	READY SET GROW
Registration Number:	2397837	DON RUBEL
Registration Number:	2309712	LANATUR
Registration Number:	1806197	HEALTHTEX
Registration Number:	1242934	READY SET GO
Registration Number:	1267275	OUR GIRL
Registration Number:	1211664	BEACH BABIES

CH \$390.00 2853875

Registration Number:

1807653

HEALTHTEX

**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:

632277

NAME OF SUBMITTER:

Jean Paterson

Signature:

/jep/

Date:

01/04/2011

**Total Attachments: 7**

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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):

Healthtex Apparel Corp.
100 West 33rd Street, Suite 1017
New York, New York 10001

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

Citizenship (see guidelines)

Additional names of conveying parties attached? Yes No

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

Execution Date(s) December 10, 2010

- Assignment
Merger
Security Agreement
Change of Name
Other

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: 452 Fifth Avenue

City: New York

State: New York

Country: USA Zip: 10018

Association Citizenship United States

General Partnership Citizenship

Limited Partnership Citizenship

Corporation Citizenship

Other Citizenship

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)

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:

15

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] Signature

JANUARY 8, 2011 Date

Christopher A. Manion
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

## TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, Healthtex Apparel Corp., a corporation formed under the laws of Delaware, located at 100 West 33<sup>rd</sup> Street, Suite 1017, New York, New York 10001 (“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 Financing Agreement, dated the date hereof, among Agent, Lenders, Grantor and certain other loan parties and (ii) a certain Trademark Collateral 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

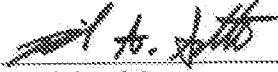
WHEREAS, pursuant to the Agreements, Grantor is granting to Agent for its benefit and for the ratable benefit of Lenders a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Grantor does hereby assign 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 assignment and 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 assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: December 10, 2010

HEALTHTEX APPAREL CORP.



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Name: Richard Sutton  
Its: Chief Executive Officer

HSBC BANK USA, NATIONAL  
ASSOCIATION, as Agent

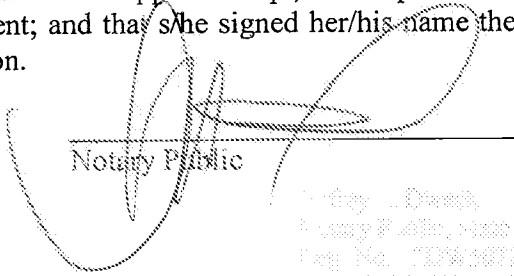
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Name:  
Its:

STATE OF NEW YORK )

: ss.:

COUNTY OF NEW YORK )

On this 6<sup>th</sup> day of December, 2010, before me personally came Richard Sifton, to me known, who, being by me duly sworn, did depose and say that s/he is the CEO of Healthtex Apparel Corp., the corporation 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

*Notary Public*  
County of Kings, State of New York  
Reg. No. 20945872837  
Created in Kings County  
Last Revision Expires Feb. 10, 2011

STATE OF NEW YORK )

: ss.:

COUNTY OF NEW YORK )

On this \_\_\_ day of \_\_\_\_\_, 2010, before me personally came \_\_\_\_\_, to me known, who, being by me duly sworn, did depose and say that s/he is the \_\_\_\_\_ of HSBC Bank USA, National Association, the financial institution described in and which executed the foregoing instrument; and that s/he signed her/his name thereto by order of said financial institution.

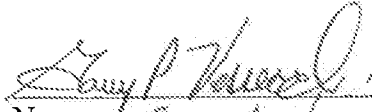
\_\_\_\_\_  
Notary Public

HEALTHTEX APPAREL CORP.

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Name: Richard Sutton  
Its: Chief Executive Officer

HSBC BANK USA, NATIONAL  
ASSOCIATION, as Agent



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Name: Gary P. Vesecchia  
Its: VP

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

On this \_\_\_\_ day of \_\_\_\_\_, 2010, before me personally came \_\_\_\_\_, to me known, who, being by me duly sworn, did depose and say that s/he is the \_\_\_\_\_ of Healthtex Apparel Corp., the corporation 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

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

On this 10th day of December 2010, before me personally came Dary P. Perandis, 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 financial institution described in and which executed the foregoing instrument; and that s/he signed her/his name thereto by order of said financial institution.

Francine M. Calcagno  
Notary Public

FRANCINE M. CALCAGNO  
No. 01CA4878313  
Notary Public, State of New York  
Qualified in Queens County  
Certificate Filed in Nassau County  
My Commission Expires Jan. 12, 2011



Schedule A

Healthtex Apparel Corp.

Serial Number	Reg. Number	Word Mark
<u>78269142</u>	<u>2853875</u>	<u>HEALTHTEX SINCE 1921</u>
<u>78216978</u>	<u>2804493</u>	<u>KIDPROOF</u>
<u>78079760</u>	<u>2567614</u>	<u>HEALTHTEX</u>
<u>78071083</u>	<u>2591718</u>	<u>KIDPROOF</u>
<u>78185400</u>	<u>2849578</u>	<u>BABY HEALTHTEX</u>
<u>78185391</u>	<u>2909176</u>	<u>GIRLS CLUB</u>
<u>78179693</u>	<u>2913833</u>	<u>HEALTHTEX</u>
<u>77238106</u>	<u>3404868</u>	<u>READY SET GROW</u>
<u>75847964</u>	<u>2397837</u>	<u>DON RUBEL</u>
<u>75361586</u>	<u>2309712</u>	<u>LANATUR</u>
<u>74344556</u>	<u>1806197</u>	<u>HEALTHTEX</u>
<u>74341563</u>	<u>1807653</u>	<u>HEALTHTEX</u>
<u>73347156</u>	<u>1242924</u>	<u>READY SET GO</u>
<u>73400890</u>	<u>1267275</u>	<u>OUR GIRL</u>
<u>73319632</u>	<u>1211664</u>	<u>BEACH BABIES</u>