

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
Lollytogs, Ltd.		12/10/2010	CORPORATION: NEW YORK

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: 24

Property Type	Number	Word Mark
Registration Number:	2215538	PARTNERSHIP FOR EDUCATION
Registration Number:	2179678	BY FRENCH TOAST
Registration Number:	2155823	VARSITY GIRL
Registration Number:	2364799	FRENCHTOAST.COM
Registration Number:	2113594	OFFICIAL SCHOOL WEAR BY FRENCH TOAST
Registration Number:	2154096	FT SPORT
Registration Number:	2406499	OFFICIAL SCHOOL WEAR
Registration Number:	1751955	FRENCH TOAST
Registration Number:	1692999	FRENCH TOAST
Registration Number:	1636981	F.T.K.
Registration Number:	1683842	FT
Registration Number:	1967127	COTLER
Registration Number:	1783480	CLOTHES BY FRENCH TOAST. YOU DON'T EAT'EM. YOU WEAR 'EM.
Registration Number:	1692689	FRENCH TOAST

TRADEMARK

900180338

REEL: 004446 FRAME: 0205

CH \$615.00 2215538

Registration Number:	1373944	LOLLYTOGS
Registration Number:	1362076	FRENCH TOAST
Registration Number:	3270152	SECRET CRUSH
Registration Number:	3153268	OWW
Registration Number:	2886661	
Registration Number:	3778119	@CLASS
Registration Number:	3778118	@SCHOOL
Registration Number:	1326046	COTLER
Serial Number:	77720016	BORN TO PLAY
Serial Number:	77822083	TRIPLE HELIX

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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TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, Lollytogs, Ltd., a corporation formed under the laws of New York, located at 100 West 33rd Street, Suite 1012, 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

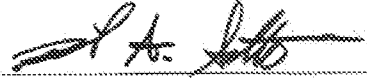
WHEREAS, pursuant to the Agreements, Grantor is granting to Agent for its benefit and for the ratable benefit of Lenders a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

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

LOLLYTOGS, LTD.



Name: Richard Sutton
Its: Chief Executive Officer

HSBC BANK USA, NATIONAL
ASSOCIATION, as Agent

Name:
Its:

STATE OF NEW YORK)

: ss.:

COUNTY OF NEW YORK)

On this 6th day of December, 2010, before me personally came Richard S. Saba, to me known, who, being by me duly sworn, did depose and say that s/he is the CEO of Lollytogs, Ltd, 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

Jeffrey S. Diwak
Notary Public, State of New York
Reg. No. 6220087207
Qualified in Kings County
(Commission Expires Feb. 18, 2011)

STATE OF NEW YORK)

: ss.:

COUNTY OF NEW YORK)

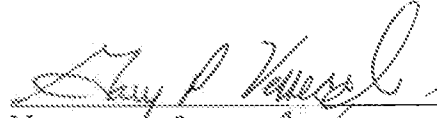
On this ____ day of _____, 2010, before me personally came _____, to me known, who, being by me duly sworn, did depose and say that s/he is the _____ of HSBC Bank USA, National Association, the financial institution described in and which executed the foregoing instrument; and that s/he signed her/his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

Notary Public

LOLLYTOGS, LTD.

Name: Richard Sutton
Its: Chief Executive Officer

HSBC BANK USA, NATIONAL
ASSOCIATION, as Agent



Name: Gary P. Vasecha
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 Lollytogs, Ltd., 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 6th day of December, 2010, before me personally came Mary P. Vesecchia, 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. Calcano
Notary Public

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

Lollytogs, Ltd.

Serial Number	Reg. Number	Word Mark
75977910	2215538	PARTNERSHIP FOR EDUCATION
75977358	2179678	BY FRENCH TOAST
75976947	2155822	VARSITY GIRL
75055766	2364799	FRENCHTOAST.COM
75108982	2113594	OFFICIAL SCHOOL WEAR BY FRENCH TOAST
75044762	2154096	FT SPORT
74688447	2406499	OFFICIAL SCHOOL WEAR
74233661	1751955	FRENCH TOAST
74113898	1692999	FRENCH TOAST
74057581	1636981	F.T.K.
74055006	1623842	FT
74145780	1967127	COTLER
74136962	1783480	CLOTHES BY FRENCH TOAST. YOU DON'T EATEM. YOU WEAR 'EM.
74113897	1692689	FRENCH TOAST
73528671	1373944	LOLLYTOGS
73527212	1362076	FRENCH TOAST
78787403	3270152	SECRET CRUSH
78625738	3153268	OWW
78305813	2886661	[Cap and Scroll Logo]
77720016		BORN TO PLAY
77859148	3778119	@CLASS
77859111	3778118	@SCHOOL
77822083		TRIPLE HELIX
73480713	1326046	COTLER