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 1 PRESENTED TRADEMARK 1 PRESENTED

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 REEL: 004446 FRAME: 0206 Form PTO-1594 (Rev. 07/05)

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): Lollytogs, Ltd. 100 West 33rd Street, Suite 1012 New York, New York 10001	2. Name and address of receiving party(ies) ☐ Yes Additional names, addresses, or citizenship attached? ☐ No Name: HSBC Bank USA, National Association, as Agent	
☐ Individual(s) ☐ Association ☐ General Partnership ☐ Limited Partnership ☐ Corporation- State: New York ☐ 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 ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐ ☐	Internal Address: Street Address: 452 Fifth Avenue City: New York State: New York Country: USA Zip: 10018 V Association Citizenship Citizenship Limited Partnership Citizenship Corporation Citizenship	
☐ Assignment☐ Merger☐ Security Agreement☐ Other	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 A. Trademark Application No.(s) See attached Schedule A C. Identification or Description of Trademark(s) (and Filing)	B. Trademark Registration No.(s) See attached Schedule A Additional sheet(s) attached? Yes No	
5. Name & address of party to whom correspondence concerning document should be mailed: Name:	6. Total number of applications and registrations involved:	
Internal Address: Street Address:	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	
City: Zip:	8. Payment Information: a. Credit Card Last 4 Numbers Expiration Date	
Phone Number: Fax Number: Email Address:	b. Deposit Account NumberAuthorized User Name	
9. Signature: Signature Christopher A. Manion Name of Person Signing	Total number of pages including cover sheet, attachments, and document:	

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, 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

TRADEMARK REEL: 004446 FRAME: 0208

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)	
that s/he is the Coa of Lollyto	who, being by me duly sworn, did depose and say ogs, 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.	
	Totary Patric
STATE OF NEW YORK)	
: ss.: COUNTY OF NEW YORK)	Camalain Phyline 1920, 19, 2011
to me know	yn, who, being by me duly sworn, did depose and
say that s/he is the of HSI	BC Bank USA, National Association, the financial efforegoing instrument; and that s/he signed her/his
\vec{t}	Notary Public

LOLLYTOGS, LTD.

Name: Richard Sutton Its: Chief Executive Officer

HSBC BANK USA, NATIONAL ASSOCIATION, as Agent

Name: 1 GARY / Vessecha

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
hat 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 located of directors of said corporation.
Notary Public
STATE OF NEW YORK)
: ss.: COUNTY OF NEW YORK)
On this day of Leander, 2010, before me personally came
ay that s/he is the View Musel- of HSBC Bank USA, National Association, the financial nstitution 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

FRANCINE M. CALCAGNO
No. 01CA4878313
Notary Public, State of New York,
Castiffed in Ouesen County
Certificate filed in Nersau County
My Commission Expired Jan. 12, 20

Lollytogs, Ltd.

RECORDED: 01/04/2011

Serial Number	Reg. Number	Word Mark
<u>75977910</u>	<u>2215538</u>	PARTNERSHIP FOR EDUCATION
75977358	2179678	BY FRENCH TOAST
75226947	2155822	<u>VARSITY GIRL</u>
[75055766	2364799	FRENCHTOAST.COM
[75][98982]	2113594	OFFICIAL SCHOOL WEAR BY FRENCH TOAST
75044762	2154026	<u>FT SPORT</u>
[74688447	2406499	OFFICIAL SCHOOL WEAR
<u>74233661</u>	1751955	FRENCH TOAST
<u>74113898</u>	1622929	FRENCH TOAST
<u>74057581</u>	1636981	<u>F.T.K.</u>
<u>74055006</u>	1683842	FI
<u>74145780</u>	1967127	COTLER
74136962	<u>1783480</u>	CLOTHES BY FRENCH TOAST, YOU DON'T EAT'EM. YOU WEAR 'EM.
74113897	<u>1692689</u>	FRENCH TOAST
73528671	1373944	LOLLYTOGS
73527212	<u>1362076</u>	FRENCH TOAST
<u>78787403</u>	3270152	SECRET CRUSH
78625738	<u>3153268</u>	<u>OWW</u>
<u>78305813</u>	<u>2886661</u>	[Cap and Scroll Logo]
77720016		BORN TO PLAY
77859148	3778119	@CLASS
77859111	<u>3778118</u>	@SCHOOL
77822083		TRIPLE WELIX
73480713	<u>1326046</u>	COTLER

Trademark Assignment of Security

TRADEMARK
REEL: 004446 FRAME: 0213