

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>		NEW ASSIGNMENT	
<b>NATURE OF CONVEYANCE:</b>		MEMORANDUM AND NOTICE OF SECURITY INTEREST IN INTELLECTUAL PROPERTY	
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
PRIVATE BRANDS, LLC		08/31/2011	LIMITED LIABILITY COMPANY: CALIFORNIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	HSBC Bank USA, N.A., as Administrative Agent		
<b>Street Address:</b>	660 South Figueroa Street, Suite 800		
<b>City:</b>	Los Angeles		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	90017		
<b>Entity Type:</b>	National Association: UNITED STATES		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	3276146	AMERICAN STAR	
Registration Number:	3384752	SULFR	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(949)720-0182		
<b>Phone:</b>	(949) 224-6291		
<b>Email:</b>	trademark@buchalter.com		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Correspondent Name:</b>	Farah P. Bhatti, Esq.		
<b>Address Line 1:</b>	18400 Von Karman Avenue, Suite 800		
<b>Address Line 4:</b>	Irvine, CALIFORNIA 92612		
<b>ATTORNEY DOCKET NUMBER:</b>	H7188-0003		
<b>NAME OF SUBMITTER:</b>	Farah P. Bhatti, Esq.		

CH \$65.00 3276146

900202463

**TRADEMARK**  
 REEL: 004625 FRAME: 0766

Signature:	/Farah P. Bhatti/
Date:	09/19/2011
<b>Total Attachments: 3</b> source=Executed Memorandum and Notice of Security Interest in IP (Private Brands, LLC)#page1.tif source=Executed Memorandum and Notice of Security Interest in IP (Private Brands, LLC)#page2.tif source=Executed Memorandum and Notice of Security Interest in IP (Private Brands, LLC)#page3.tif	

**MEMORANDUM AND NOTICE OF SECURITY INTEREST  
IN INTELLECTUAL PROPERTY**

PRIVATE BRANDS, LLC, a California limited liability company, whose address is 801 South Figueroa Street, Suite 2500, Los Angeles, California 90017 ("Assignor") hereby acknowledges that it has granted to HSBC BANK USA, N.A., as agent, whose address is 660 South Figueroa Street, Suite 800, Los Angeles, California 90017 ("Assignee"), a security interest in and to all of Assignor's right, title and interest in and to the trademarks and trademark registrations and applications therefor which are identified on Exhibit A attached hereto and herein incorporated by this reference owned by Assignor (the "Trademarks"), together with the goodwill and assets of the business, as set forth in the Agreement (as defined below), and all actions for infringement concerning the foregoing.

The terms and conditions of the aforementioned security interest are contained in that certain Security Agreement, dated as of August 31, 2011 (the "Agreement"), by and between the Assignor and Assignee, among others, as security for the Obligations as set forth in the Agreement and other agreements referred to therein. Nothing contained in this Memorandum and Notice of Security Interest in Intellectual Property shall be construed as a present or absolute assignment of any of the collateral nor as limiting any interest which Assignee may have in any other collateral described in the Agreement or otherwise. All capitalized terms used but not defined herein shall have the meanings ascribed thereto in the Agreement.

[Signature page to follow.]

31<sup>st</sup> IN WITNESS WHEREOF, the undersigned has duly executed this document as of the  
day of August, 2011.

**PRIVATE BRANDS, LLC,**  
a California limited liability company

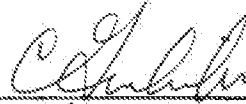
By:   
Name: Charles Turkin  
Its: Member / CEO

EXHIBIT A  
TRADEMARKS

Jurisdiction	Type	Registration Number	Filing Date	Current Owner	Description
U.S.	Registration	3,276,146	8/7/07	Private Brands, LLC (as successor-in-interest)	AMERICAN STAR
U.S.	Registration	3,384,752	2/19/08	Private Brands, LLC (as successor-in-interest)	SULFR

Exhibit A