

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
ALEXANDER DOLL COMPANY, INC.		09/09/2011	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	STERLING NATIONAL BANK
Street Address:	500 Seventh Avenue
Internal Address:	10th Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10018-4502
Entity Type:	BANKING ASSOCIATION: UNITED STATES

PROPERTY NUMBERS Total: 63

Property Type	Number	Word Mark
Registration Number:	1543701	MADAME ALEXANDER
Registration Number:	1720455	MADAME ALEXANDER
Registration Number:	2410485	MADAME ALEXANDER
Registration Number:	2274473	MADAME ALEXANDER
Registration Number:	2393491	MADAME ALEXANDER
Serial Number:	85295816	BABY ALEXANDER
Serial Number:	85295822	HUGGABLE HUGUMS
Serial Number:	85295836	HUGGUMS
Registration Number:	2619431	CISSY
Registration Number:	2628817	ALEX
Registration Number:	2543475	ALEXANDRA FAIRCHILD FORD
Registration Number:	3500782	ALEXANDER GIRLZ
Registration Number:	2822544	AMANDA FAIRCHILD

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Registration Number:	3300067	BABY BLISS
Registration Number:	2944552	BEATRICE
Serial Number:	85295808	CHAOS THE BEAR
Registration Number:	3162388	COQUETTE CECEE
Registration Number:	2970513	COQUETTE CISSY
Registration Number:	2976120	COQUETTE'S CLOSET
Registration Number:	2965282	COQUETTE JACQUI
Serial Number:	85295613	DANGER THE DOG
Registration Number:	3463605	FAVORITE FRIENDS
Registration Number:	2983999	JACK
Registration Number:	2870850	JADDE LEE
Registration Number:	2917350	LOVE IS IN THE DETAILS
Registration Number:	3011794	MADAME ALEXANDER.....A LITTLE BIT OF YOU
Registration Number:	3077850	MADAME ALEXANDER CREATE-A-DOLL
Registration Number:	3337972	MADAME ALEXANDER DOLL CLUB
Registration Number:	3011080	MADAME ALEXANDER DOLL FACTORY
Registration Number:	3406365	MADAME ALEXANDER LULA BELLE
Registration Number:	3020877	MADAME ALEXANDER MAKE A DOLL
Registration Number:	3513639	MADAME ALEXANDER MIA BELLA
Registration Number:	3287515	MADC
Serial Number:	85295797	MISCHIEF THE CAT
Registration Number:	2746492	PARIS WILLIAMS
Registration Number:	3335813	PLAY ALEXANDER
Registration Number:	3162417	SIENNA EVANS
Registration Number:	3113177	SNUGGUMS
Registration Number:	3010579	SOFIA CRUZ
Registration Number:	3065508	SUZETTE MORGAN
Registration Number:	3299993	SWEET & CHIC
Registration Number:	3300025	SWEET SARA
Registration Number:	3062140	THE MADAME ALEXANDER HERITAGE GALLERY
Registration Number:	2882726	THE PEEKABOO'S
Registration Number:	3116351	THE STILETTOS
Registration Number:	3054334	THE STILETTOS KIKKI
Registration Number:	3079079	THE STILETTOS SAMI
Registration Number:	3019698	TOTAL MOVES

	3044827	WENDYKIN WOOD
Registration Number:	3833588	BABY BUNDLES
Registration Number:	3777897	GRACIE
Serial Number:	77860713	CHLOE
Registration Number:	2777757	NEWBORN NURSERY
Registration Number:	2805698	NEWBORN NURSERY
Serial Number:	85301420	THE MIDDLETON DOLL COMPANY
Registration Number:	3777901	NATALIE
Serial Number:	77160974	MADAME ALEXANDER CUDDLE CLUB
Serial Number:	77127321	SEPARATED AT BIRTH
Registration Number:	2521171	MADAME ALEXANDER
Registration Number:	2537256	ELAN
Serial Number:	78897346	LISSY
Serial Number:	78885932	SWEET BABY NURSERY
Serial Number:	78549303	THE STILETTOS NIKKI

CORRESPONDENCE DATA

Fax Number: (973)597-2400
Phone: 973-597-2500
Email: lstrademark@lowenstein.com
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Correspondent Name: Vanessa A. Ignacio, Esq.
Address Line 1: Lowenstein Sandler PC
Address Line 2: 65 Livingston Avenue
Address Line 4: Roseland, NEW JERSEY 07068-1791

ATTORNEY DOCKET NUMBER:	13737.27
NAME OF SUBMITTER:	Lawrence A. Weinstein, Esq.
Signature:	/Lawrence A. Weinstein/
Date:	11/11/2011

Total Attachments: 9

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TRADEMARK

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GRANT OF SECURITY INTEREST (TRADEMARKS)

THIS GRANT OF SECURITY INTEREST (TRADEMARKS), dated as of September 9, 2011, is executed by **ALEXANDER DOLL COMPANY, INC.**, a Delaware corporation (the "Grantor"), in favor of **STERLING NATIONAL BANK**, as the secured party (in such capacity, the "Secured Party").

WHEREAS, pursuant to that certain Loan and Security Agreement, dated as of September 9, 2011 (as amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement"), between the Grantor (as defined in the Credit Agreement), as borrower, and the Secured Party, as lender, the Secured Party has agreed to extend loans and other financial accommodations to the Grantor upon the terms and subject to the conditions set forth therein;

WHEREAS, the Grantor has adopted, used and is using the trademarks, more particularly described on Schedule 1 annexed hereto and made a part hereof, which trademarks are registered in the United States Patent and Trademark Office (collectively, the "Trademarks");

WHEREAS, pursuant to the Credit Agreement, the Grantor has granted to the Secured Party a security interest in all right, title and interest of the Grantor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the customer lists and records related to the Trademarks and the applications and registrations thereof, and all proceeds thereof, including any and all causes of action which may exist by reason of infringement thereof (the "Trademark Collateral"), to secure the payment, performance and observance of the Secured Obligations (as defined in the Credit Agreement).

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Grantor does hereby further grant to the Secured Party a security interest in the Trademark Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Secured Party with respect to the security interest in the Trademark Collateral granted hereby are more fully set forth in the Credit Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

The Secured Party's address is:

Sterling National Bank
500 Seventh Avenue, 10th Floor
New York, New York 10018-4502
Facsimile: 212-869-5579
Attn: Joseph Costanza
Senior Vice President
Managing Director, Asset Based Lending

With a copy to:

Lowenstein Sandler PC
1251 Avenue of the Americas
18th Floor
New York, New York 10020
Facsimile: 973-422-6809
Attn: Lowell A. Citron, Esq.

[Signature Page Follows.]

IN WITNESS WHEREOF, the Grantor has caused this Grant of Security Interest to be executed as of the day and year first above written.

ALEXANDER DOLL COMPANY, INC.

By:



Name: Robert L. Powell

Title: CEO

ALL-PURPOSE ACKNOWLEDGMENT

STATE OF New York)
)
COUNTY OF New York) ss.

On September 9, 2011, before me, Joseph M. Gnone, Notary Public,
Date Name and Title of Officer (e.g. "Jane Doe, Notary Public")
personally appeared Robert L. Porell,
Name of Signer(s)

personally known to me – OR – proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

JOSEPH MIGNONE
Notary Public, State of New York
No. 01MIB009578
Qualified in Richmond County
Certificate Filed in New York County
Commission Expires Nov. 10, 2011

Joseph M. Gnone
Signature of Notary Public

OPTIONAL

Though the data below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent reattachment of this form.

CAPACITY(IES) CLAIMED BY SIGNER(S)

- Individual
- Corporate Officer

Title(s)

- Partner(s) Limited General
- Attorney-In-Fact
- Trustee(s)
- Guardian/Conservator
- Other: _____

Signer is Representing:
Name of Person(s) or Entity(ies)

DESCRIPTION OF ATTACHED DOCUMENT

Title or Type of Document

Number of Pages

Date of Document

Signer(s) Other Than Named Above

SCHEDULE 1 TO GRANT OF SECURITY INTEREST (TRADEMARKS)

Name of Mark	Serial/Reg #	Date Filed/Registered
Madame Alexander (Block Letters)	Reg. #1,543,701	01/28/1995
Madame Alexander (Block Letters & Design)	Reg. #1,720,455	01/08/03 for 10 years
Madame Alexander	Reg. #2,410,485	12/05/00 – Acknowledgement of registration renewal from PTO dated 12/05/06
Madame Alexander & Design (stylized script)	Reg. #2,274,473	08/31/99
Madame Alexander & Design (stylized script)	Reg. #2,393,491	10/10/00
Baby Alexander	Serial #. 85295816 Prior Reg. No. 2,393,490	10/10/00 Re-filed April 14, 2011
Huggable Huggums	Serial # 85295822 Prior Reg. #2,385,635	09/12/00 Re-filed April 14, 2011
Huggums	Serial #. 85295836 Prior Reg. #2,385,634	09/12/00 Acknowledgement of Declaration of Continued Use & Incontestability from PTO dated 09/06/06; trademark re-filed April 14, 2011
Cissy	Reg. #2,619,431	09/17/02

Name of Mark	Serial/Reg#	Date Filed/Registered
Alex	Reg. #2,628,817	10/01/02
Alexandra Fairchild Ford	Reg. #2,543,475	02/26/02 Acknowledgment of Declaration of Continued Use & Incontestability from PTO dated 05/08/08
Alexander Girlz	Reg. #3,500,782	June 29, 2007
Amanda Fairchild	Reg. #2,822,544	03/16/04
Baby Bliss	Reg.#3,300,067	September 25, 2007
Beatrice	Reg. #2,944,552	04/26/05
Chaos the Bear	Serial #. 85295808 Prior Reg. #2,822,541	Re-filed 4/14/11
Coquette Cecee	Reg. #3,162,388	October 24, 2006
Coquette Cissy	Reg. #2,970,513	July 19, 2005
Coquette's Closet	Reg. #2,976,120	July 26, 2005
Coquette Jacqui	Reg. #2,965,282	07/05/2005
Danger the Dog	Serial # 85295613 Prior Reg. #2,822,543	Re-filed 4/14/11
Favorite Friends	Reg. #3,463,605	July 8, 2008
Jack	Reg. #2,983,999	08/09/05
Jadde Lee	Reg. #2,870,850	08/10/04
Love Is In The Details	Reg. #2,917,350	01/11/05

Name of Mark	Serial/Reg#	Date Filed/Registered
Madame AlexanderA Little Bit of You	Reg. #3,011,794	11/01/05
Madame Alexander Create-A-Doll	Reg. #3,077,850	April 4, 2006
Madame Alexander Doll Club	Reg. #3,337,972	November 20, 2007
Madame Alexander Doll Factory	Reg. #3,011,080	11/01/05
Madame Alexander Lula Belle	Reg. #3,406,365	April 1, 2008
Madame Alexander Make-A-Doll	Reg. #3,020,877	November 29, 2005
Madame Alexander Mia Bella	Reg. #3,513,639	October 7, 2008
Madame Alexander Under Madrid Protocol/International	Reg. #911936	[REDACTED]
MADC	Reg. #3,287,515	09/04/07
Mischief the Cat	Serial # 85295797 Prior Reg. #2,822,542	Re-filed 4/14/11
Paris Williams	Reg. #2,746,492	08/05/03
Play Alexander	Reg. #3,335,813	November 13, 2007
Sienna Evans	Reg. #3,162,417	October 24, 2006
Snuggums	Reg. #3,113,177	July 4, 2006
Sofia Cruz	Reg. #3,010,579	11/01/05
Suzette Morgan	Reg. #3,065,508	March 7, 2006
Sweet & Chic	Reg. #3,299,993	September 25, 2007

Name of Mark	Serial/Reg#	Date Filed/Registered
Sweet Sara	Reg. #3,300,025	September 25, 2007
The Madame Alexander Heritage Gallery	Reg. #3,062,140	02/28/06
The Peekaboo's	Reg. #2,882,726	09/07/04
The Stilettos	Reg. #3,116,351	July 18, 2006
The Stilettos Kikki	Reg. #3,054,334	January 31, 2006
The Stilettos Sami	Reg. #3,079,079	April 11, 2006
Total Moves	Reg. #3,019,698	November 29, 2005
Wendykin Wood	Reg. #3,044,827	01/17/06
Baby Bundles	Registration #3833588	August 17, 2010
Gracie	Registration # 3777897	April 20, 2010
MADC	Registration # 3287515	September 4, 2007
Chloe	Serial # 77860713	October 29, 2009
Newborn Nursery	Registration # 2777757 Registration# 2805698	October 28, 2003 January 13, 2004
The Middleton Doll Company	Serial # 85301420	April 14, 2011

Name of Mark	Serial/Reg#	Date Filed/Registered
Natalie Malia & Haley Research Avon names; Victoria, Hanna, Sydney, Trina, Regina, Sheila & Shantae	Registration# 3777901	April 20, 2010
Madame Alexander Cuddle Club	Serial #77/160974	April 19, 2007
Separated At Birth	Serial #77/127321	March 9, 2007
Madame Alexander	Reg. #2,521,171	12/18/01
Elan	Reg. #2,537,256	02/05/02
Lissy	Serial #78/897346	May 31, 2006
Sweet Baby Nursery	Serial #78/885932	May 17, 2006
The Stilettos Nikki	Serial #78/549303	07/14/05