

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM321147

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
SWIMSUITS FOR ALL, LLC		10/24/2014	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	GOLDMAN SACHS BANK USA
Street Address:	30 HUDSON ST.
Internal Address:	38TH FLOOR
City:	JERSEY CITY
State/Country:	NEW YORK
Postal Code:	10036
Entity Type:	Bank: NEW YORK

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Registration Number:	4597595	AQUABELLE
Registration Number:	4279995	B. BELLE
Registration Number:	3838664	BEACH BELLE
Registration Number:	4343473	DESIGN FIT
Registration Number:	4273392	HIGH PERFORMANCE AT EVERY CURVE
Registration Number:	4173040	INFINITY BLU
Registration Number:	4302623	S4A
Registration Number:	4362396	SWIM SEXY
Registration Number:	3813942	SWIMSUITSFORALL.COM
Registration Number:	4594482	TROPICULTURE

CORRESPONDENCE DATA

Fax Number: 2128225178

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 212-530-5178

Email: lkass@milbank.com

Correspondent Name: Milbank, Tweed, Hadley & McCloy

Address Line 1: 1 Chase Manhattan Plaza

Address Line 2: c/o Lawrence Kass

TRADEMARK

Address Line 4: New York, NEW YORK 10005	
ATTORNEY DOCKET NUMBER:	30045.42900
NAME OF SUBMITTER:	Lawrence Kass
SIGNATURE:	/Lawrence Kass/
DATE SIGNED:	10/24/2014
Total Attachments: 5 source=OSP SFA Trademark Security Agreement#page1.tif source=OSP SFA Trademark Security Agreement#page2.tif source=OSP SFA Trademark Security Agreement#page3.tif source=OSP SFA Trademark Security Agreement#page4.tif source=OSP SFA Trademark Security Agreement#page5.tif	

GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, SWIMSUITS FOR ALL, LLC, a Delaware limited liability company (the “Grantor”), hereby grants to GOLDMAN SACHS BANK USA, in its capacity as administrative and collateral agent (in such capacity, the “Grantee”), a continuing security interest in (a) all of the Grantor’s right, title and interest in, to and under to the United States trademarks, tradenames, trade dress and service marks and all trademark registrations and trademark applications and recordings (the “Marks”) set forth on Schedule A attached hereto, (b) all rights and privileges arising under applicable law with respect to the Grantor’s use of any trademarks, tradenames, trade dress and service marks, and all renewals thereof, (c) the goodwill of the business symbolized by each of the Marks, including, without limitation, all customer lists and other records relating to the distribution of products or services bearing the Marks, (d) all present and future license and distribution agreements (subject to the rights of the licensors therein) pertaining to the Marks, (e) all income, fees, royalties and other payments at any time due or payable with respect thereto, including, without limitation, payments under all licenses at any time entered into in connection therewith; (f) the right to sue for past, present and future infringements thereof, (g) all rights corresponding thereto, (h) any and all other proceeds of any of the foregoing, including, without limitation, all damages and payments or claims by the Grantor against third parties for past or future infringement of the Marks and (i) all causes of action arising prior to or after the date hereof for unfair competition regarding the Marks.

THIS GRANT (the “Grant”) is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in the Pledge and Security Agreement by, among others, the Grantor and the Grantee, dated as of March 18, 2014 (as amended, modified, restated and/or supplemented from time to time, the “Security Agreement”). The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

This Grant may be executed in any number of counterparts each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement.

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IN WITNESS WHEREOF, the undersigned have executed this Grant as of the 24th day of October, 2014.

SWIMSUITS FOR ALL, LLC,
as Grantor

By: 

Name: Moshe Laniado

Title: President

TRADEMARK

REEL: 005387 FRAME: 0422

GOLDMAN SACHS BANK USA,
as Administrative and Collateral Agent
as Grantee

By: 
Authorized Signatory

Gabriel Jacobson
Authorized Signatory

SCHEDULE A

Trademarks

Trademarks granted by Swimsuits for All, LLC:

<u>MARK</u>	<u>REGISTRATION NUMBER/ APPLICATION NUMBER</u>	<u>REGISTRATION DATE/ APPLICATION DATE</u>	<u>Country</u>
Aquabelle	Reg 4597595 App 85537153	Registration Date 02-SEP- 2014 Application Date 08-FEB- 2012	United States
B. Belle	Reg 4279995 App 85699688	Registration Date 22-JAN- 2013 Application Date 09-AUG- 2012	United States
Beach Belle	Reg 3838664 App 77651749	Registration Date 24-AUG- 2010 Application Date 17-JAN- 2009	United States
Design Fit	Reg 4343473 App 85537163	Registration Date 28-MAY- 2013 Application Date 08-FEB- 2012	United States
High Performance at Every Curve	Reg 4273392 App 85550416	Registration Date 08-JAN- 2013 Application Date 23-FEB- 2012	United States
Infinity Blu	Reg 4173040 App 85438560	Registration Date 10-JUL- 2012 Application Date 04-OCT- 2011	United States
S4A	Reg 4302623 App 85537374	Registration Date 12-MAR- 2013 Application Date 08-FEB- 2012	United States
Swim Sexy	Reg 4362396 App 85675290	Registration Date 02-JUL- 2013 Application Date 12-JUL- 2012	United States
SwimsuitsForAll.com	Reg 3813942 App 77873100	Registration Date 06-JUL- 2010 Application Date 16-NOV- 2009	United States
TropiCulture	Reg 4594482 App 86110363	Registration Date 26-AUG- 2014 Application Date 05-NOV- 2013	United States

Shore Club (Trademark Pending)	App 86110367	Application Date 05-NOV- 2013	United States
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RECORDED: 10/24/2014

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