

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:		NEW ASSIGNMENT	
NATURE OF CONVEYANCE:		Assignment and Security Agreement	
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
WEEPLAY KIDS LLC		02/07/2011	LIMITED LIABILITY COMPANY: NEW YORK
RECEIVING PARTY DATA			
Name:	ROSENTHAL & ROSENTHAL, INC.		
Street Address:	1370 Broadway		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10018		
Entity Type:	CORPORATION: NEW YORK		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	74575284	WEEPLAY KIDS	
Serial Number:	75297786	EMPORIO BABY	
CORRESPONDENCE DATA			
Fax Number:	(212)564-6083		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(212) 947-7200		
Email:	jdougherty@nationalcorp.com		
Correspondent Name:	Joseph Dougherty		
Address Line 1:	National Corporate Research		
Address Line 2:	10 E. 40th Street, 10th Fl		
Address Line 4:	New York, NEW YORK 10016		
ATTORNEY DOCKET NUMBER:	N333786		
NAME OF SUBMITTER:	Omar Barbero		
Signature:	/Omar Barbero/		

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TRADEMARK

Date:

02/16/2011

Total Attachments: 6

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SECURITY INTEREST

WHEREAS, WEEPLAY KIDS LLC, a corporation formed under the laws of New York located at 112 W. 34th St., Suite 1810, New York, NY 10120 (the "Company"), has adopted, used and is using the marks annexed hereto as Schedule A (the "Marks"), and

WHEREAS, The Company is obligated to Rosenthal & Rosenthal, Inc. (the "Factor") located at 1370 Broadway, New York, New York 10018, pursuant to a Factoring Agreement dated January 21, 2011, as amended (referred to as the "Factoring Agreement"); and

WHEREAS, the Company is seeking to increase its credit extension pursuant to the Factoring Agreement, and the Company is now granting to the Factor a security interest in the Marks, together with the good will of the business symbolized by the Marks;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Company does hereby grant to the Factor a security interest in and to the Marks, together with the good will of the business symbolized by the Marks, which security interest shall secure all the Obligations as defined in the Factoring Agreement and in accordance with the terms and provisions thereof.

The Company expressly acknowledges and affirms that the rights and remedies of the Factor with respect to the security interest granted hereby are more fully set forth in the Factoring Agreement.

Dated: February 7, 2011

WEEPLAY KIDS LLC

By: 
Alan Maleh, Manager/Member

STATE OF NEW YORK))
COUNTY OF NEW YORK)) ss.:

On the 7th day of February, 2011 before me, the undersigned, personally came sworn, Alan Maleh, that he is the Manager/Member of WEEPLAY KIDS LLC described in and which executed the foregoing instrument; that he executed the same in such capacity and that he had authority to execute such instrument and that by his signature on the instrument, the corporation duly executed the instrument.


Notary Public

ALISON MARIE O'CONNELL
Notary Public, State of New York
No. 01OC6223544
Qualified in Queens County
Commission Expires June 14, 2014

SCHEDULE A

<u>MARK</u>	<u>SERIAL/REG. NO.</u>
WEEPLAY KIDS	74575284/1997515
EMPORIO BABY	75297786/2229588

ASSIGNMENT FOR SECURITY

WHEREAS, WEEPLAY LLC, a corporation formed under the laws of New York, located at 112 W. 34th Street, Suite 1810, New York, NY 10120 (the "Company"), has adopted, used and is using the marks annexed hereto as Schedule A (the "Marks"); and

WHEREAS, The Company is obligated to Rosenthal & Rosenthal, Inc. (the "Lender") located at 1370 Broadway, New York, New York 10018, pursuant to (i) a Factoring Agreement dated the date hereof between the Lender and the Company and (ii) a certain Security Agreement in Trademarks, dated the date hereof made by the Company in favor of the Lender (the "Agreements"); and

WHEREAS, pursuant to the Agreements, the Company is granting to the Lender a security interest in the Marks, the good will of the business symbolized by the Marks,

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Company does hereby assign unto the Lender for security and grant to the Lender a security interest in and to the Marks, together with the good will of the business symbolized by the Marks, which assignment for security and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

The Lender expressly acknowledges and affirms that the rights and remedies of the Lender with respect to the assignment for security and security interest granted hereby are more fully set forth in the Agreements.

Dated: February 7, 2011

WEEPLAY KIDS LLC

By: 
Name: Alan Maleh
Title: Manager/Member

STATE OF New York)

COUNTY OF New York)

: ss.:

On this 7th day of February, 2011, before me personally came, Alan Maleh, to me known, who, being by me duly sworn, did depose and say that he resides at 1981 East 2nd Street, Brooklyn, NY 11223 and that he is the Manager/Member of Weeplay Kids LLC the corporation described in and which executed the foregoing instrument; and that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the board of directors of said corporation, and that he signed his name thereto by like order.


Notary Public

ALISON MARIE O'CONNELL
Notary Public, State of New York
No. 01OC6223544
Qualified in Queens County
Commission Expires June 14, 2014

SCHEDULE A

<u>MARK</u>	<u>SERIAL/REG. NO.</u>
WEEPLAY KIDS	74575284/1997515
EMPORIO BABY	75297786/2229588

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