

## 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
Naartjie Custom Kids, Inc.		10/17/2013	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Salus Capital Partners, LLC		
Street Address:	197 First Avenue, Suite 250		
City:	Needham		
State/Country:	MASSACHUSETTS		
Postal Code:	02494		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Registration Number:	3958858	JIE JIE	
Registration Number:	3101114	NAARTJIE	
Registration Number:	2634605	NAARTJIE	
Registration Number:	2634604	NAARTJIE	
Registration Number:	3866388	NAARTJIE KIDS	
Registration Number:	3866389	NAARTJIE KIDS	
CORRESPONDENCE DATA			
Fax Number:	3026365454		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	800-927-9801 x 62348		
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		

CH \$165.00 3958858

ATTORNEY DOCKET NUMBER:	876715-005
NAME OF SUBMITTER:	Jean Paterson
Signature:	/jep/
Date:	11/07/2013

**Total Attachments: 10**

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## TRADEMARK SECURITY AGREEMENT

THIS TRADEMARK SECURITY AGREEMENT (the "**Agreement**") made as of this 17th day of October, 2013, by Naartjie Custom Kids, Inc., a Delaware corporation (the "**Grantor**"), in favor of Salus Capital Partners, LLC, in its capacity as Agent for the Lenders party to the Loan Agreement (defined below) (herein, "**Grantee**"):

### WITNESSETH

WHEREAS, Grantor, one or more of its affiliates, Grantee and the lenders identified therein are parties to that certain Term Loan Agreement dated as of October 17, 2013 (as the same may be amended, restated, modified or otherwise supplemented from time to time, the "**Loan Agreement**"), providing for a loan to be made to Grantor by Grantee and Lenders; and

WHEREAS, pursuant to the terms of that certain Security Agreement dated as of October 17, 2013 between Grantor and Grantee (as the same may be amended, restated, modified or otherwise supplemented from time to time, the "**Security Agreement**"), the Grantor has granted to Grantee, for the benefit of the Lenders, a security interest in certain assets of Grantor including all right, title and interest of Grantor in, to and under all now owned and hereafter acquired Trademarks, together with the goodwill of the business symbolized by Grantor's Trademarks, and all products and proceeds thereof, to secure payment and performance of the Secured Obligations;

NOW, THEREFORE, in consideration of the premises set forth herein and for other good and valuable consideration, receipt and sufficiency of which are hereby acknowledged, the Grantor agrees as follows:

1. Incorporation of Loan Agreement and Security Agreement. The Loan Agreement and Security Agreement and the terms and provisions thereof are hereby incorporated herein in their entirety by this reference thereto. All terms capitalized but not otherwise defined herein shall have the same meanings herein as in the Security Agreement.


2. Grant and Reaffirmation of Grant of Security Interests. To secure payment and performance of the Secured Obligations, Grantor hereby grants to Grantee, for the benefit of the Lenders, and hereby reaffirms its prior grant pursuant to the Security Agreement of, a continuing security interest in Grantor's entire right, title and interest in and to the following (all of the following items or types of property being herein collectively referred to as the "**Trademark Collateral**"), whether now owned or existing or hereafter created, acquired or arising:

(i) each Trademark listed on **Schedule 1** annexed hereto, together with any reissues, renewals, continuations or extensions thereof, and all of the goodwill of the business connected with the use of, and symbolized by, each Trademark; and

(ii) all products and proceeds of the foregoing, including without limitation, any claim by Grantor against third parties for past, present or future (a) infringement or dilution of any Trademark, or (b) injury to the goodwill associated with any Trademark.

IN WITNESS WHEREOF, Grantor has duly executed this Trademark Security Agreement as of the date first written above.

NAARTJIE CUSTOM KIDS, INC.

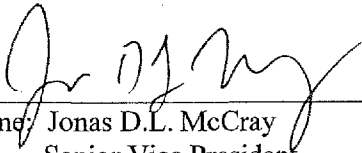
  
By: \_\_\_\_\_  
Name: Glenn S. Wood  
Title: Chief Executive Officer

[Signature Page to Trademark Security Agreement]

IN WITNESS WHEREOF, Grantor has duly executed this Trademark Security Agreement as of the date first written above.

Agreed and Accepted  
As of the Date First Written Above

SALUS CAPITAL PARTNERS, LLC

By:   
Name: Jonas D.L. McCray  
Its: Senior Vice President



[Signature Page to Trademark Security Agreement]

**TRADEMARK**  
**REEL: 005148 FRAME: 0724**





**Schedule 1**

See attached schedule.

# Naartjie Custom Kids, Inc. Trademark Portfolio Report Sorted by Jurisdiction


File Number Class/Description	Client Matter Owner	Trademark	Jurisdiction Status/ Sub Status	Application No Filing Date	Registration No Registration Date
T076446.AU.01	476579-00008 Naartjie Custom Kids, Inc.	CUSTOM KID NAARTJIE & Design 	Australia Registered To Be Abandoned	655856 Mar 15, 1995	655856 Mar 15, 1995
24: Tissues (piece goods); bed and table covers; textile articles not included in other classes.					
T076141.CA.01	476579-00010 Naartjie Custom Kids, Inc.	CUSTOM KID NAARTJIE ORIGINAL WEAR MADE IN CAPE TOWN & Design 	Canada Registered To Be Abandoned	778,913 Mar 27, 1995	495966 Jun 12, 1998
24: Loose covers for furniture, curtains of textile, face towels of textile, household linen, place mats of textile, quilts, rags, table runners, serviettes of textile, table cloths of textile, table linen, table mats, table napkins of textile, towels of textile and upholstery fabrics.					
25: Clothing for babies, children and adults, namely cycling shorts, boxer shorts, long shorts, skirts, dresses, jeans and trousers, track tops, track bottoms, t-shirts, vests, sweatshirts, shirts, jackets, jerseys and cardigans, dungarees, baby gowns, namely jumpsuits and sleepers, pantaloons, bodysuits, swimming costumes, pyjamas, socks, leggings, boots, shoes, slippers, hats and caps.					
T076140.CA.01	476579-00018 Naartjie Custom Kids, Inc.	NAARTJIE	Canada Registered	1,111,857 Aug 7, 2001	597549 Dec 15, 2003
25: Clothing for men, women, children and infants, namely, cloth bibs, panties, jumpsuits, jumpers, jerseys, sweaters, rompers, baby bunting, overalls, diaper covers, shirts, skirts, dresses, bodysuits, pants, leggings, tights, shorts, t-shirts, tracksuits, dungarees, jackets, swimwear, hats, caps, sun visors, scarves, gloves, headbands, armbands, boots, shoes, slippers, sandals, socks and pajamas.					
35: Retail clothing stores.					
T076152.CN.01	476579-00019 Naartjie Custom Kids, Inc.	NAARTJIE	China Published	5421736 Jun 15, 2006	5421736 Oct 28, 2009
25: Clothing; baby clothing; raincoat; footwear; hats; hosiery; gloves (clothing); scarves; belts (clothing); swimsuits.					
T076155.CN.01	476579-00020 Naartjie Custom Kids, Inc.	NAARTJIE	China Registered	5421735 Jun 15, 2006	5421735 Sep 14, 2009
35: Demonstration of goods; advertisement; providing business information; sales promotion (for others); procurement services for others (purchasing goods and services for other businesses); import and export agencies.					

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File Number Class/Description	Client Matter Owner	Trademark	Jurisdiction Status/ Sub Status	Application No Filing Date	Registration No Registration Date
T076151.CN.01	476579-00026 Naartjie Custom Kids, Inc.	NAARTJIE (in Chinese Characters) 	China Registered	5421738 Jun 15, 2006	5421738 Oct 28, 2009
25:	Clothing; baby clothing; raincoat; footwear; hats; hosiery; gloves (clothing); scarves; belts (clothing); swimsuits.				
T076156.CN.01	476579-00027 Naartjie Custom Kids, Inc.	NAARTJIE (in Chinese Characters) 	China Registered	5421737 Jun 15, 2006	5421737 Jul 21, 2010
35:	Demonstration of goods; advertisement; providing business information; sales promotion (for others); procurement services for others (purchasing goods and services for other businesses); import and export agencies.				
T076150.CN.01	476579-00029 Naartjie Custom Kids, Inc.	NAARTJIE (Stylized) 	China Published	5421734 Jun 15, 2006	5421734 Oct 28, 2009
25:	Clothing; baby clothing; raincoat; footwear; hats; hosiery; gloves (clothing); scarves; belts (clothing); swimsuits.				
T076157.CN.01	476579-00028 Naartjie Custom Kids, Inc.	NAARTJIE (Stylized) 	China Registered	5421733 Jun 15, 2006	5421733 Sep 14, 2009
35:	Demonstration of goods; advertisement; providing business information; sales promotion (for others); procurement services for others (purchasing goods and services for other businesses); import and export agencies.				
T076147.EM.01	476579-00021 Naartjie Custom Kids, Inc.	NAARTJIE	European Union Registered	00232428 Jul 30, 2001	232428 Jul 30, 2001
25:	Clothing, footwear, headgear.				
35:	The bringing together, for the benefit of others, of a variety of goods, enabling customers to conveniently view and purchase those goods in a retail clothes store.				





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File Number	Client Matter	Trademark	Jurisdiction	Application No	Registration No
Class/Description	Owner		Status/ Sub Status	Filing Date	Registration Date
T076159.IN.01	476579-00022 Naartjie Custom Kids, Inc.	NAARTJIE	India Registered	1454300 May 26, 2006	1454300 May 26, 2006
25:	Clothing, footwear, headgear.				
35:	The bringing together, for the benefit of others, of a variety of goods, enabling customers to conveniently view and purchase those goods in a retail clothes store; wholesale and retail services.				
T076158.IN.01	476579-00030 Naartjie Custom Kids, Inc.	NAARTJIE (Stylized)  <b>naartjie</b>	India Registered	1454299 May 26, 2006	1454299 May 26, 2006
25:	Clothing, footwear, headgear.				
35:	The bringing together, for the benefit of others, of a variety of goods, enabling customers to conveniently view and purchase those goods in a retail clothes store; wholesale and retail services.				
T076160.IL.01	476579-00012 Naartjie Custom Kids, Inc.	CUSTOM KID NAARTJIE & Design  	Israel Registered To Be Abandoned	99203 Jun 19, 1995	99203 Jan 5, 1997
25:	Clothing, footwear, headgear.				
T232385.IL.01	476579-00058 Naartjie Custom Kids, Inc.	NAARTJIE	Israel Pending	246050 Apr 22, 2012	
25:	Clothing, footwear, headgear, clothing for children and infants, namely, cloth bibs, panties, jumpers, jerseys, sweaters, rompers, baby bunting, overalls, diaper covers, shirts, skirts, dresses, pants, leggings, tights, shorts, T-shirts, dungarees, jackets, swimwear, scarves, gloves, socks and head wear and footwear, cloth bibs, panties, jumpsuits, bodysuits, tracksuits, pajamas, one-piece garments; all included in class 25				
T076154.JP.01	476579-00025 Naartjie Custom Kids, Inc.	NAARTJIE	Japan Registered	2006-050188 May 31, 2006	5004625 Nov 17, 2006
25:	Non-Japanese style outer clothing, coats, sweaters and the like, shirts and the like, nightwear, underwear (underclothing), swimwear (bathing suits), swimming caps (bathing caps), Japanese traditional clothing, aprons (clothing), collar protectors (for wear), socks and stockings, puttees and gaiters, fur stoles, shawls, scarves (scarf), Japanese style socks (Tabi), Japanese style socks (Tabi covers), gloves and mittens (clothing), babies' diapers of textile, neckties, neckerchiefs, bandanas (neckerchiefs), warmth-keeping supports, mufflers, ear muffs (clothing), hoods, sedge hats (Sugegasa), nightcaps, helmets (clothing), headgear for clothing, garters, sock suspenders, suspenders (braces), waistbands, belts for clothing, shoes and boots (other than "shoe dowels, shoe pegs, shoe handles, hobnails and shoe protective metal members"), shoe dowels, shoe pegs, tongue or pull strap for shoes and boots, hobnails, protective metal members for shoes and boots, Japanese style wooden clogs (Geta), Japanese style sandals (Zori), masquerade costumes, clothes for sports (other than "horse-riding boots"), horseriding boots.				



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File Number Class/Description	Client Matter Owner	Trademark	Jurisdiction Status/ Sub Status	Application No Filing Date	Registration No Registration Date
T076153.JP.01	476579-00024 Naartjie Custom Kids, Inc.	NAARTJIE (Stylized)  <b>naartjie</b>	Japan Registered	2006-050187 May 31, 2006	5004624 Nov 17, 2006
25:	Non-Japanese style outer clothing, coats, sweaters and the like, shirts and the like, nightwear, underwear (underclothing), swimwear (bathing suits), swimming caps (bathing caps), Japanese traditional clothing, aprons (clothing), collar protectors (for wear), socks and stockings, puttees and gaiters, fur stoles, shawls, scarves (scarf), Japanese style socks (Tabi), Japanese style socks (Tabi covers), gloves and mittens (clothing), babies' diapers of textile, neckties, neckerchiefs, bandanas (neckerchiefs), warmth-keeping supports, mufflers, ear muffs (clothing), hoods, sedge hats (Sugegasa), nightcaps, helmets (clothing), headgear for clothing, garters, sock suspenders, suspenders (braces), waistbands, belts for clothing, shoes and boots (other than "shoe dowels, shoe pegs, shoe handles, hobnails and shoe protective metal members"), shoe dowels, shoe pegs, tongue or pull strap for shoes and boots, hobnails, protective metal members for shoes and boots, Japanese style wooden clogs (Geta), Japanese style sandals (Zori), masquerade costumes, clothes for sports (other than "horse-riding boots"), horseriding boots.				
T076162.NZ.01	476579-00013 Naartjie Custom Kids, Inc.	CUSTOM KID NAARTJIE & Design  	New Zealand Registered To Be Abandoned	246638 Mar 9, 1995	246638 Mar 9, 1995
24:	Tissues (piece goods); bed and table covers; textile articles not included in other classes.				
T076161.NZ.01	476579-00014 Naartjie Custom Kids, Inc.	CUSTOM KID NAARTJIE & Design  	New Zealand Registered To Be Abandoned	229234 Aug 11, 1993	229234 Aug 11, 1993
25:	Clothing, including boots, shoes and slippers.				
T221528.SA.01	476579-00053 Naartjie Custom Kids, Inc.	NAARTJIE	Saudi Arabia Registered	165687 Mar 9, 2011	1400/96 Feb 11, 2013
25:	Clothing for children and infants, namely, cloth bibs, panties, jumpers, jerseys, sweaters, rompers, baby bunting, overalls, diaper covers, shirts, skirts, dresses, pants, leggings, tights, shorts, T-shirts, dungarees, jackets, swimwear, scarves, gloves, socks and head wear and footwear, cloth bibs, panties, jumpsuits, bodysuits, tracksuits, pajamas, one-piece garments.				
T216136.ZA.01	476579-00048 Naartjie Custom Kids, Inc.	JIE JIE	South Africa Registered	2010/09235 Apr 30, 2010	2010/09235 May 7, 2012
25:	Clothing, including, baby bunting; children's and infant's cloth bibs, one-piece garments, and rompers; diaper covers; dresses; dungarees; gloves; jackets; jeans; jerseys; jumpers; leggings; overalls; pants; scarves; shirts; shorts; skirts; sleepwear; socks; sweaters; sweat shirts; swimwear; tank tops; t-shirts; tights; underwear; head scarves; children's costumes; headbands; headwear; footwear.				

# Naartjie Custom Kids, Inc. Trademark Portfolio Report Sorted by Jurisdiction

File Number Class/Description	Client Matter Owner	Trademark	Jurisdiction Status/ Sub Status	Application No Filing Date	Registration No Registration Date
T216133.ZA.01	476579-00045 Naartjie Custom Kids, Inc.	NAARTJIE	South Africa Registered	2010/09233 Apr 30, 2010	2010/09233 Jan 5, 2012
25:	Clothing, including, baby bunting; children's and infant's cloth bibs, one-piece garments, and rompers; diaper covers; dresses; dungarees; gloves; jackets; jeans; jumpers; leggings; overalls; pants; scarves; shirts; shorts; skirts; sleepwear; socks; sweaters; t-shirts; tank tops; t-shirts; tight; underwear; head scarves; headbands; headwear; footwear.				
T216138.ZA.01	476579-00047 Naartjie Custom Kids, Inc.	NAARTJIE	South Africa Registered	2010/09234 Apr 30, 2010	2010/09234 Jan 5, 2012
35:	Advertising; business management; business administration; office functions; offering for sale and the sale of goods in the retail and wholesale trade, retail clothing stores, online retail clothing store services featuring clothing.				
T076145.GB.01	476579-00017 Naartjie Custom Kids, Inc.	CUSTOM KID NAARTJIE & Design 	United Kingdom Registered To Be Abandoned	2014637 Mar 17, 1995	2014637 Mar 17, 1995
24:	Tissues (piece goods); bed and table covers; loose covers for furniture, curtains of textile, face towels of textile, household linen, place mats of textile, quilts, rags, table runners, serviettes of textile, table cloths of textile, table linen, table mats, table napkins of textile, towels of textile, upholstery fabrics.				
T076144.GB.01	476579-00023 Naartjie Custom Kids, Inc.	NAARTJIE	United Kingdom Registered	2266100 Apr 2, 2001	2266100 Apr 2, 2001
25:	Clothing, footwear, headgear.				
35:	The bringing together, for the benefit of others, of a variety of goods, enabling customers to conveniently view and purchase those goods in a retail clothes store.				
T076143.GB.01	476579-00031 Naartjie Custom Kids, Inc.	NAARTJIE (Stylized) <b>naartjie</b>	United Kingdom Registered	2266098 Apr 2, 2001	2266098 Apr 2, 2001
25:	Clothing, footwear, headgear.				
35:	The bringing together, for the benefit of others, of a variety of goods, enabling customers to conveniently view and purchase those goods in a retail clothes store.				
T201380.US.01	476579-00041 Naartjie Custom Kids, Inc.	JIE JIE	United States of America Registered	77/865,806 Nov 5, 2009	3958858 May 10, 2011
25:	Clothing, namely, dresses, shirts, skirts, t-shirts, headbands.				

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File Number	Client Matter	Trademark	Jurisdiction	Application No	Registration No
Class/Description	Owner		Status/ Sub Status	Filing Date	Registration Date
T202069.US.01	476579-00007 Menderes Holding A.G.	NAARTJIE	United States of America Cancelled Jan 11, 2013	76/468,890 Nov 12, 2002	3101114 Jun 6, 2006
03:	After-shave gel; after-shave lotions; baby lotion, oil, powder, shampoo, and wipes; bath crystals, foam, gel, lotion, oil, pearls, and powder; bubble bath; body, hand, and face cream, lotion, powder, sprays, and scrub; body soap; hair conditioners; hair shampoo; perfume and cologne of different degrees; perfume oils; sun tan preparations; sun block preparations; and, tooth paste.				
T076130.US.01	476579-00032 Naartjie Custom Kids, Inc.	NAARTJIE	United States of America Registered	76/266,971 Jun 5, 2001	2634605 Oct 15, 2002
25:	Clothing for children and infants, namely, cloth bibs, panties, jumpers, jerseys, sweaters, rompers, baby bunting, overalls, diaper covers, shirts, skirts, dresses, pants, leggings, tights, shorts, T-shirts, dungarees, jackets, swimwear, scarves, gloves, socks and footwear and footwear.				
35:	Retail clothing stores.				
T076127.US.01	476579-00033 Naartjie Custom Kids, Inc.	NAARTJIE (Stylized) <b>naartjie</b>	United States of America Registered	76/266,899 Jun 5, 2001	2634604 Oct 15, 2002
25:	Clothing for children and infants, namely, cloth bibs, panties, jumpers, jerseys, sweaters, rompers, baby bunting, overalls, diaper covers, shirts, skirts, dresses, pants, leggings, tights, shorts, T-shirts, dungarees, jackets, swimwear, scarves, gloves, socks and footwear and footwear.				
35:	Retail clothing stores.				
T076555.US.01	476579-00035 Naartjie Custom Kids, Inc.	NAARTJIE KIDS	United States of America Registered	77/770,363 Jun 29, 2009	3,866,388 Oct 26, 2010
35:	Retail clothing stores; online retail clothing store services featuring clothing for children and infants.				
T076556.US.01	476579-00036 Naartjie Custom Kids, Inc.	NAARTJIE KIDS & Design <b>naartjie</b> kids	United States of America Registered	77/770,476 Jun 29, 2009	3,866,389 Oct 26, 2010
35:	Retail clothing stores; online retail clothing store services featuring clothing for children and infants.				