

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM336118

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
FULLBEAUTY BRANDS, L.P.		03/24/2015	LIMITED PARTNERSHIP: DELAWARE
JESSICA LONDON, INC.		03/24/2015	CORPORATION: DELAWARE
SWIMSUITS FOR ALL, LLC		03/24/2015	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	WILMINGTON TRUST, NATIONAL ASSOCIATION		
Street Address:	50 SOUTH SIXTH STREET		
Internal Address:	SUITE 1290		
City:	MINNEAPOLIS		
State/Country:	MINNESOTA		
Postal Code:	55402		
Entity Type:	NATIONAL ASSOCIATION: UNITED STATES		
PROPERTY NUMBERS Total: 15			
Property Type	Number	Word Mark	
Serial Number:	86454963	BRYLANEHOME MAKING HOMES BEAUTIFUL	
Serial Number:	86435053	FULLBEAUTY ACTIVE	
Serial Number:	86501383	FULLBEAUTY BRANDS	
Serial Number:	86435082	FULLBEAUTY PERFORMANCE	
Serial Number:	86435068	FULLBEAUTY SPORT	
Serial Number:	86447934	FULLBEAUTY.COM	
Serial Number:	86454950	MOVE BEAUTIFULLY	
Serial Number:	86546864	SECRET SOLUTIONS	
Serial Number:	86480203		
Serial Number:	86542995	ULTRASMOOTH	
Serial Number:	86310474	TRULY FLAWLESS	
Registration Number:	2774185	AQUABELLA	
Registration Number:	4641375	SEXY AT EVERY CURVE	
Serial Number:	86508043	LIFE IS BETTER IN A SWIMSUIT	
Serial Number:	86252586	IT'S BETTER IN A SWIMSUIT	

OP \$390.00 86454963

TRADEMARK

CORRESPONDENCE DATA**Fax Number:** 7045032622*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:** 704 503 2600**Email:** vbantug@kslaw.com**Correspondent Name:** KING & SPALDING**Address Line 1:** 100 N TRYON STREET**Address Line 2:** SUITE 3900**Address Line 4:** CHARLOTTE, NORTH CAROLINA 28202

ATTORNEY DOCKET NUMBER:	18876.009028
NAME OF SUBMITTER:	Vicky R. Bantug
SIGNATURE:	/Vicky R. Bantug/
DATE SIGNED:	03/24/2015

Total Attachments: 5

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**GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

March 24, 2015

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, each of FULLBEAUTY BRANDS, L.P., a Delaware limited partnership, JESSICA LONDON, INC., a Delaware corporation, and SWIMSUITS FOR ALL, LLC, a Delaware limited liability company, each a Grantor, collectively, (the "Grantors"), hereby grants to WILMINGTON TRUST, NATIONAL ASSOCIATION, in its capacity as administrative and collateral agent (in such capacity, the "Grantee"), a continuing security interest in (a) all of such 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 and statement of use applications (the "Marks") set forth on Schedule A attached hereto, (b) all rights and privileges arising under applicable law with respect to such 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 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.

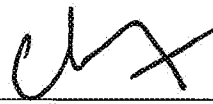
THIS GRANT (the "Grant") is made to secure the satisfactory performance and payment of all the Obligations of the Grantors, as such term is defined in the Pledge and Security Agreement by, among others, the Grantors and the Grantee, dated as of February 5, 2013 (as amended, modified, restated and/or 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.

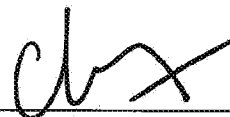
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IN WITNESS WHEREOF, the undersigned have executed this Grant as of the date first written above.

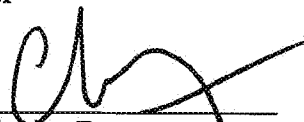
FULLBEAUTY BRANDS, L.P.,
as Grantor

By: 
Name: Catherine Doucet
Title: Secretary and Treasurer

JESSICA LONDON, INC.,
as Grantor

By: 
Name: Catherine Doucet
Title: Secretary and Treasurer

SWIMSUITS FOR ALL, LLC,
as a Grantor

By: 
Name: Catherine Doucet
Title: Secretary and Treasurer

Signature Page to Second Lien Trademark Security Agreement

WILMINGTON TRUST, NATIONAL
ASSOCIATION, as Administrative and Collateral
Agent as Grantee

By: *Cora Holland-Koller*
Name: Cora Holland-Koller
Title: Banking Officer

SCHEDULE ATrademarksDomestic Trademarks – FullBeauty Brands, L.P.

<u>MARK</u>	<u>REGISTRATION NUMBER/ APPLICATION NUMBER</u>	<u>REGISTRATION DATE/ APPLICATION DATE</u>
BRYLANEHOME MAKING HOMES BEAUTIFUL™ (Pending)	86454963	11-NOV-2014
FULLBEAUTY ACTIVE™	86435053	27-OCT-2014
FULLBEAUTY BRANDS™	86501383	12-JAN-2015
FULLBEAUTY PERFORMANCE™	86435082	27-OCT-2014
FULLBEAUTY SPORT™	86435068	27-OCT-2014
FULLBEAUTY.COM™	86447934	7-NOV-2014
MOVE BEAUTIFULLY™	86454950	14-NOV-2014
SECRET SOLUTIONS (plain word)	86546864	26-FEB-2015
“Starlight” Logo	86480203	15-DEC-2014
ULTRA SMOOTH™	86542995	23-FEB-2015

International Trademarks – FullBeauty Brands, L.P.

<u>MARK</u>	<u>REGISTRATION NUMBER/ APPLICATION NUMBER</u>	<u>REGISTRATION DATE/ APPLICATION DATE</u>	<u>COUNTRY</u>
WOMAN WITHIN®	1242912	11-OCT-2011	Mexico
BOULDER CREEK®	13.29691	5-APR-2013	Monaco
COMFORT CHOICE®	13.29686	5-APR-2013	Monaco
DENIM 24/7®	13.29689	5-APR-2013	Monaco
KNOCKAROUNDS®	13.29692	5-APR-2013	Monaco
ONLY NECESSITIES®	13.29690	5-APR-2013	Monaco
ROAMAN’S®	13.29694	5-APR-2013	Monaco
SECRET SOLUTIONS BY COMFORT CHOICE®	13.29688	5-APR-2013	Monaco
SECRET SOLUTIONS®	13.29687	5-APR-2013	Monaco
WOMAN WITHIN®	13.29759	5-APR-2013	Monaco
COMFORT CHOICE®	509723	22-FEB-2013	Russia
DENIM 24/7™	2013712548	15-APR-2013	Russia
ONESTOPPLUS®	480780	20-FEB-2012	Russia
SECRET SOLUTIONS BY COMFORT CHOICE®	514779	25-FEB-2013	Russia
SECRET SOLUTIONS®	511852	25-FEB-2013	Russia
WOMAN WITHIN®	515963	25-FEB-2013	Russia

Domestic Trademarks – Jessica London, Inc.

<u>MARK</u>	<u>REGISTRATION NUMBER/ APPLICATION NUMBER</u>	<u>REGISTRATION DATE/ APPLICATION DATE</u>	<u>Country</u>
TRULY FLAWLESS™	86310474	16-JUN-2014	United States

Domestic Trademarks – Swimsuits for All, LLC

<u>MARK</u>	<u>REGISTRATION NUMBER/ APPLICATION NUMBER</u>	<u>REGISTRATION DATE/ APPLICATION DATE</u>
Aquabella	Reg 2774185 App 78975106	Registration Date 14-OCT-2003 Application Date 05-MAR-2002
Sexy At Every Curve	Reg 4641375 App 86322749	Registration Date 18-NOV-2014 Application Date 27-JUN-2014
Life Is Better In A Swimsuit	App 86508043	Application Date 20-JAN-2015
It's Better In A Swimsuit	App 86252586	Application Date 15-APR-2014