

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Release of Trademark Security Interest

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Credit Suisse AG		08/29/2012	Bank:

**RECEIVING PARTY DATA**

<b>Name:</b>	Strategic Partners, Inc.
<b>Street Address:</b>	9800 De Soto Ave
<b>City:</b>	Chatsworth
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	91311
<b>Entity Type:</b>	CORPORATION: CALIFORNIA

**PROPERTY NUMBERS Total: 54**

Property Type	Number	Word Mark
Registration Number:	1242899	ROCKERS
Registration Number:	1575088	ROCKERS FOR WALKERS
Registration Number:	2157323	SCRUB STAR
Registration Number:	2159729	CLASSROOM
Registration Number:	2278251	ROCKERS
Registration Number:	2293444	MEDMAN
Registration Number:	2339214	INSPIRED COMFORT
Registration Number:	2345931	CLASSROOM
Registration Number:	2352939	CHEROKEE
Registration Number:	2419949	TOONIFORMS
Registration Number:	2452877	STRONG ENOUGH TO CARE
Registration Number:	2692696	R-CLOGZ
Registration Number:	2774019	DBL
Registration Number:	2780032	SCRUB H.Q.

CH \$1365.00 1242899

Registration Number:	2800217	ANYWEARS BY THE ANYWEAR SHOE COMPANY
Registration Number:	2804693	ANYWEARS BY THE ANYWEAR SHOE COMPANY
Registration Number:	2827504	II SOFT
Registration Number:	2834083	INSPIRED COMFORT AWARD
Registration Number:	2926678	PLUSH TOUCH
Registration Number:	2933717	SCRUBS U
Registration Number:	2938696	SCRUB SOLUTIONS
Registration Number:	2971898	
Registration Number:	3021993	TEAM SCRUBS
Registration Number:	3028307	R
Registration Number:	3071403	SURF SCRUBS
Registration Number:	3095987	CHEROKEE MEDICAL
Registration Number:	3134825	ANYWEARS
Registration Number:	3349927	P.I.E.
Registration Number:	3480563	REZENATE!
Registration Number:	3588633	FLEX APPEAL
Registration Number:	3767912	SCRUBS
Serial Number:	77903451	ANYWEAR
Serial Number:	77366856	TRUE U
Serial Number:	77443406	HOSPITAL CRITTERZ
Serial Number:	77443410	HOSPITAL CRITTERZ
Serial Number:	77443414	HOSPITAL CRITTERZ
Serial Number:	77443771	HOSPITAL CRITTERZ
Serial Number:	77598580	INSPIRED COMFORT
Serial Number:	77624832	WORK PERFECT
Serial Number:	77693793	MAKING A BEAUTIFUL DIFFERENCE
Serial Number:	77697307	CUPCAKE KIDS
Serial Number:	77848699	STRATEGIC MEDIA GROUP
Serial Number:	77875832	
Serial Number:	77902298	ANYWEAR
Serial Number:	77912959	ANYWEAR SHOE COMPANY
Serial Number:	77952167	PREPSTAR
Serial Number:	85001810	EDS
Serial Number:	85001812	GENERATION FLEX
Serial Number:	85001814	GENFLEX

	85001820	SANDWASHED
Serial Number:	85001860	HIP FLIP
Serial Number:	85014762	HAMILTON SQUARE
Serial Number:	85014766	SANFORD MILLS
Serial Number:	85016305	PATIENCE

**CORRESPONDENCE DATA**

Fax Number: 2123108007

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

Phone: 212-735-4559

Email: vindra.richter@weil.com

Correspondent Name: Vindra Richter c/o Weil et al

Address Line 1: 767 Fifth Avenue

Address Line 4: New York, NEW MEXICO 10153

ATTORNEY DOCKET NUMBER:	18866.33 K.VILLARREAL/REL
NAME OF SUBMITTER:	Vindra Richter
Signature:	/vindra richter/
Date:	08/30/2012

**Total Attachments: 8**

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**RELEASE OF TRADEMARK SECURITY INTEREST**

THIS RELEASE OF TRADEMARK SECURITY INTEREST dated as of August 29, 2012 (this "**Release**") is made by Credit Suisse AG, Cayman Islands Branch, as administrative agent (the "**Administrative Agent**") acting for the benefit of the Secured Parties. Capitalized terms used in this Release and not otherwise defined herein have the meanings specified in the Credit Agreement or the Security Agreement, as applicable, referred to below.

A. Reference is made to the Credit Agreement dated as of August 23, 2010 (as amended, restated, supplemented or otherwise modified from time to time, the "**Credit Agreement**"), among Strategic Partners, Inc., a California corporation (the "**Borrower**"), Strategic Partners Midco, Inc., a Delaware corporation ("**Holdings**"), the Lenders, the Syndication Agent and the Administrative Agent.

B. Reference is made to the Collateral Agreement dated as of August 23, 2010 (as amended, restated, supplemented or otherwise modified from time to time, the "**Security Agreement**"), among the Borrower, Holdings, the other grantors party thereto and the Administrative Agent, pursuant to which the Borrower granted to the Administrative Agent, for the benefit of the Secured Parties, a continuing security interest in, among other things, all right, title and interest of the Borrower in the Trademarks and Trademark Licenses, including the trademarks, trademark applications and trademark licenses set forth on Schedule I hereto (the "**Released Trademarks**").

C. Reference is made to the Notice of Grant of Security Interest in Trademarks dated as of August 23, 2010, between the Borrower and the Administrative Agent, pursuant to which notice of grant of security interest in the Released Trademarks (as described in Paragraph B) was recorded with the United States Patent & Trademark Office as of September 20, 2010 at Reel/Frame 004281/0185.

D. In connection with the repayment of all Indebtedness and the termination of all Commitments under the Credit Agreement, and the release of security interests under the Loan Documents, the Borrower has informed the Administrative Agent of its desire to obtain the release of all right, title and interest of the Administrative Agent, for the benefit of the Secured Parties in and to the Released Trademarks granted pursuant to the Security Agreement.

NOW, THEREFORE, in exchange for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Administrative Agent and the Borrower hereby agree as follows:

SECTION 1. Release of Security Interest. The Administrative Agent hereby terminates, releases and discharges all of its right, title and interest (including, without limitation, security interests) in and to all of the Borrower's right, title and interest in and to the Released Trademarks granted pursuant to the Security Agreement.

SECTION 2. Recordation. The Administrative Agent hereby authorizes and requests that the Commissioner for Trademarks and any other applicable government officer record this Release.

SECTION 3. Further Assurance. The Administrative Agent agrees to perform all further acts and execute and deliver, at the Borrower's sole expense, all further documents and/or instruments that may be necessary to carry out the provisions of this Release.

SECTION 4. Governing Law. This Release shall be governed by, and construed in accordance with, the laws of the State of New York and shall be binding upon the Administrative Agent's representatives, successors, assigns and transferees.

*[Remainder of this page intentionally left blank]*

IN WITNESS WHEREOF, the Administrative Agent has duly executed this Release as of the day and year first above written.

CREDIT SUISSE AG, CAYMAN  
ISLANDS BRANCH, as Administrative  
Agent,

by

  
Name: John D. Toronto  
Title: Managing Director

by

  
Name: VIPUL DHADDA  
Title: ASSOCIATE

[Signature Page to Trademark Release]

[[3364165]]

**TRADEMARK**  
**REEL: 004852 FRAME: 0366**

**Schedule I**

SCHEDULE 1

TRADEMARKS AND TRADEMARK APPLICATIONS

Mark	Country	Status	App No.	App. Date	Reg. No.	Reg. Date	Owner
ANYWEAR	United States	Pending	77903451	12/31/09			Strategic Partners, Inc.
ANYWEAR	United States	Pending	77902298	12/29/10			Strategic Partners, Inc.
ANYWEAR SHOE COMPANY	United States	Pending	77912959	1/15/10			Strategic Partners, Inc.
ANYWEARS	United States	Registered			3134825	8/29/06	Strategic Partners, Inc.
ANYWEARS BY THE ANYWEARS SHOE COMPANY & design	United States	Registered			2804693	1/13/04	Strategic Partners, Inc.
ANYWEAR SHOE COMPANY & design	United States	Registered			2800217	12/30/03	Strategic Partners, Inc.
CHEROKEE	United States	Registered			2352939	5/30/00	Strategic Partners, Inc.
CHEROKEE MEDICAL	United States	Registered			3095987	5/23/06	Strategic Partners, Inc.
CLASSROOM	United States	Registered			2159729	5/19/98	Strategic Partners, Inc.
CLASSROOM	United States	Registered			2345931	4/25/00	Strategic Partners, Inc.
CUPCAKE KIDS	United States	Pending (Intent to Use)	77697307	3/23/09			Strategic Partners, Inc.
DBL	United States	Registered			2774019	10/14/03	Strategic Partners, Inc.
Design Only	United States	Pending (Intent to Use)	77875832	11/18/09			Strategic Partners, Inc.



Mark	Country	Status	App No.	App. Date	Reg. No.	Reg. Date	Owner
Design Only	United States	Registered			2971898	7/19/05	Strategic Partners, Inc.
EDS	United States	Pending ITU	85001810	3/30/10			Strategic Partners Inc.
FLEX APPEAL	United States	Registered			3588633	3/10/09	Strategic Partners, Inc.
GENERATION FLEX	United States	Pending (Intent to Use)	85001812	3/30/10			Strategic Partners, Inc.
GENFLEX	United States	Pending (Intent to Use)	85001814	3/30/10			Strategic Partners, Inc.
HAMILTON SQUARE	United States	Pending (Intent to Use)	85014762	4/15/10			Strategic Partners, Inc.
HIP FLIP	United States	Pending (Intent to Use)	85001860	3/30/10			Strategic Partners, Inc.
HOSPITAL CRITTERZ	United States	Pending (Intent to Use)	77443771	4/9/08			Strategic Partners, Inc.
HOSPITAL CRITTERZ	United States	Pending (Intent to Use)	77443410	4/8/08			Strategic Partners, Inc.
HOSPITAL CRITTERZ	United States	Pending (Intent to Use)	77443414	4/8/08			Strategic Partners, Inc.
HOSPITAL CRITTERZ	United States	Pending (Intent to Use)	77443406	4/8/08			Strategic Partners, Inc.
II SOFT & design	United States	Registered			2827504	3/30/04	Strategic Partners, Inc.
INSPIRED COMFORT	United States	Pending (Intent to Use)	77598580	10/22/08			Strategic Partners, Inc.
INSPIRED COMFORT	United States	Registered			2339214	4/4/00	Strategic Partners, Inc.

Mark	Country	Status	App No.	App. Date	Reg. No.	Reg. Date	Owner
INSPIRED COMFORT AWARD & design	United States	Registered			2834083	4/20/04	Strategic Partners, Inc.
MAKING A BEAUTIFUL DIFFERENCE	United States	Pending (Intent to Use)	77693793	3/18/09			Strategic Partners, Inc.
MEDMAN	United States	Registered			2293444	11/16/99	Strategic Partners, Inc.
P.I.E.	United States	Registered			3349927	12/4/07	Strategic Partners, Inc.
PATIENCE	United States	Pending (Intent to Use)	85016305	4/16/10			Strategic Partners, Inc.
PLUSH TOUCH	United States	Registered			2926678	2/15/05	Strategic Partners, Inc.
PREPSTAR	United States	Pending (Intent to Use)	77952167	3/5/10			Strategic Partners, Inc.
R & design	United States	Registered			3028307	12/13/05	Strategic Partners, Inc.
R-CLOGZ	United States	Registered			2692696	3/4/03	Strategic Partners, Inc.
REZENATE!	United States	Registered			3480563	8/5/08	Strategic Partners, Inc.
ROCKERS	United States	Registered			2278251	9/14/99	Strategic Partners, Inc.
ROCKERS	United States	Registered			1242899	6/21/83	Strategic Partners, Inc.
ROCKERS FOR WALKERS	United States	Registered			1575088	1/2/90	Strategic Partners, Inc.
SANDWASHE D	United States	Pending (Intent to Use)	85001820	3/30/10			Strategic Partners, Inc.
SANFORD MILLS	United States	Pending (Intent to Use)	85014766	4/15/10			Strategic Partners, Inc.

Mark	Country	Status	App No.	App. Date	Reg. No.	Reg. Date	Owner
SCRUB H.Q.	United States	Registered			2780032	11/4/03	Strategic Partners, Inc.
SCRUB SOLUTIONS	United States	Registered			2938696	4/5/05	Strategic Partners, Inc.
SCRUB STAR	United States	Registered			2157323	5/12/98	Strategic Partners, Inc.
SCRUBS	United States	Registered			3767912	3/30/10	Strategic Partners, Inc.
SCRUBS U	United States	Registered			2933717	3/15/05	Strategic Partners, Inc.
STRATEGIC MEDIA GROUP	United States	Pending (Intent to Use)	77848699	10/14/09			Strategic Partners, Inc.
STRONG ENOUGH TO CARE	United States	Registered			2452877	5/22/01	Strategic Partners, Inc.
SURF SCRUBS	United States	Registered			3071403	3/21/06	Strategic Partners, Inc.
TEAM SCRUBS	United States	Registered			3021993	11/29/05	Strategic Partners, Inc.
TOONIFORMS	United States	Registered			2419949	1/9/01	Strategic Partners, Inc.
TRUE U	United States	Pending ITU	77366856	1/8/08			Strategic Partners Inc.
WORK PERFECT	United States	Pending (Intent to Use)	77624832	12/2/08			Strategic Partners, Inc.