

11/12/2004

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

FORM PTO-1594
1-31-02

Tab settings =>=>=>

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
ANDREW & SUZANNE COMPANY INC.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State: New York
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
Name: THE CIT GROUP/COMMERCIAL SERVICES, INC.

Internal Address: _____
Street Address: 1211 Avenue of the Americas
City: New York State: NY ZIP: 10036

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State New York
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached Yes No

(Designations must be a separate document from Assignment)

Additional Name(s) & address(es) attached? Yes No

3. Nature of conveyances:

Assignment Merger
 Security Agreement Change of Name
 Other Amendment to Grant of Security Interest in
Patents, Trademarks and Licenses filed 07/10/03 at
Reel/Frame 002775/0486
Execution Date: November 5, 2004

4. Application Number(s) or registration number(s):
A. Trademark Application(s)
SEE ATTACHED SCHEDULE A

B. Trademark registration No.(s)
SEE ATTACHED SCHEDULE A

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: _____
Attn: Penelope J.A. Agodoa
Federal Research Company, LLC
1030 15th Street, NW, Suite 920
Washington, DC 20005
202.783.2700

Street Address: _____
City: _____ State: _____ ZIP: _____

6. Total number of applications and registrations involved: 12

7. Total fee (37 CFR 3.41): \$315.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
60-3155

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document

Francella H. Ashby
Name of Person Signing

Francella H. Ashby
Signature

November 5, 2004
Date 3

Total number of pages including coversheet, attachments and document:

Mail documents to be recorded with required coversheet information to:
Commissioner of Patents & Trademarks, Box Assignment
Washington, D.C. 20231

CHI 5316.00 503165 76367127

SCHEDULE A

November 5, 2004

The CIT Group/Commercial Services, Inc.
1211 Avenue of the Americas
New York, New York 10036

Ladies and Gentlemen:

Reference is made to that certain Grant of Security Interest in Patents, Trademarks and Licenses dated as of June 30, 2003 (as amended, modified, restated or supplemented from time to time "Agreement") between Andrew & Suzanne Company Inc. and The CIT Group/Commercial Services, Inc.

FOR VALUE RECEIVED, the undersigned hereby agrees to supplement the Agreement by updating Schedule A attached thereto by adding the following information regarding trademarks as follows:

Serial Number	Reg. Number	Word Mark
76367127	N/A	ANDREW MARC XT
76367128	Pending	ANDREW MARC NEW YORK
76362803	2621337	ANDREW MARC
7668276	N/A	ANDREW MARC
75641801	2682714	ANDREW MARC INTERACTIVE
75385280	N/A	ON THE MARC
75348312	2352322	NETCO
75348275	2350537	THE NATURAL ESTATE TRUST COMPANY
75045721	N/A	N.Y.C. STUDIO
74717479	N/A	ANDREW MARC
73340533	1221846	ANDREW MARC
73740015	1525864	ANDREW MARC

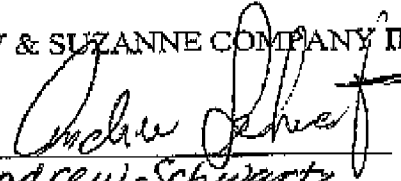
The foregoing shall be a supplement to the Agreement and shall not affect the grant of security interest in any existing Trademarks or other collateral security under the Agreement. By its signature below, the undersigned certifies and confirms all of its obligations under the Agreement.

[SIGNATURE PAGE FOLLOWS]

The undersigned hereby acknowledges that unless otherwise expressly amended herein, all of the terms and provisions of the Agreement are hereby ratified, confirmed and remain in full force and effect.

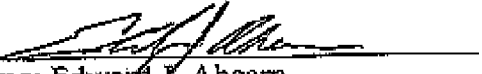
Very truly yours,

ANDREW & SUZANNE COMPANY INC.

By: 
Name: Andrew Schwartz
Title: President

ACCEPTED AND AGREED TO:

THE CIT GROUP/COMMERCIAL SERVICES, INC.

By: 
Name: Edward J. Ahearn
Title: Vice President