

## 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           |
| Hartz & Company, Inc.  |                                    | 01/26/2006     | CORPORATION: MARYLAND |
| RECEIVING PARTY DATA   |                                    |                |                       |
| Name:  | FCC, LLC                           |                |                       |
| Street Address:  | 1120 Avenue of the Americas        |                |                       |
| City:  | New York                           |                |                       |
| State/Country:   | NEW YORK                           |                |                       |
| Postal Code:   | 10036                              |                |                       |
| Entity Type:   | LIMITED LIABILITY COMPANY: FLORIDA |                |                       |
| PROPERTY NUMBERS Total: 1  |                                    |                |                       |
| Property Type  | Number                             | Word Mark      |                       |
| Serial Number:   | 78635418                           | TALLIA         |                       |
| CORRESPONDENCE DATA  |                                    |                |                       |
| Fax Number:  | (212)527-7701                      |                |                       |
| <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> |                                    |                |                       |
| Phone:   | 2125277700                         |                |                       |
| Email:   | tmdocket@darbylaw.com              |                |                       |
| Correspondent Name:  | Paul Fields                        |                |                       |
| Address Line 1:  | Darby & Darby P.C., P.O. Box 5257  |                |                       |
| Address Line 4:  | New York, NEW YORK 10150-5257      |                |                       |
| ATTORNEY DOCKET NUMBER:  | 20282/3200102-US5                  |                |                       |
| NAME OF SUBMITTER:   | Paul Fields                        |                |                       |
| Signature:   | /paul fields/                      |                |                       |
| Date:  | 03/01/2006                         |                |                       |

OP \$40.00 78635418

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TRADEMARK  
REEL: 003256 FRAME: 0901

Total Attachments: 4

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**GRANT OF SECURITY INTEREST FROM HARTZ & COMPANY, INC. TO FCC**

WHEREAS, Hartz & Company, Inc., a Maryland corporation, with address at 1341 Hughes Ford Road, Fredrick, Maryland 21701 ("Hartz"), granted to Capital Factors, Inc. ("Capital"), a Florida corporation, with address at 120 East Palmetto Park Road, Boca Raton, Florida 33432, a security interest in all right, title and interest of Hartz in and to the trademarks and service marks listed on Schedule 1-A annexed to the Grant of Security Interest by Hartz to Capital ("Trademarks"), executed June 11, 2001 and incorporated herein by reference as if fully set forth herein (the "Original Grant"), together with the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof (the "Collateral");

WHEREAS, pursuant to an Assignment of Factoring Documents ("Assignment") executed by Capital and FCC, LLC, a limited liability company organized and existing under the laws of the State of Florida, with an address at 1120 Avenue of the Americas, New York, New York 10036 ("FCC"), Capital assigned to FCC all of its right, title, and interest, in and to the Factoring Documents, the Liens, the Advances, the Accounts, the Claims, and the Supporting Obligations, as such terms are defined in the Assignment,

WHEREAS, on 27 May 2005 Hartz entered into a certain Amended and Restated Factoring and Security Agreement (as amended and in effect from time to time, "Factoring Agreement"), with FCC, pursuant to which FCC, subject to the terms and conditions contained therein, may make advances or otherwise extend credit to Hartz, and Hartz has granted to FCC a security interest and lien upon Hartz's right, title and interest in and to all of Hartz's presently existing or hereinafter arising Collateral, which Collateral includes trademarks, trademark applications and trademark registrations and the goodwill associated therewith.

NOW, THEREFORE, pursuant to the Assignment and Factoring Agreement and for other good and valuable consideration, receipt of which is hereby acknowledged, Hartz hereby conveys, sells, assigns, transfers and sets over unto FCC and grants to FCC a security interest in the Collateral including the After Acquired Collateral listed on Schedule 1-A annexed hereto to secure the prompt payment, performance and observance by Hartz of its obligations.

IN WITNESS WHEREOF, Hartz has caused this Grant of Security Interest to be duly executed by its officer thereunto duly authorized as of the 26<sup>th</sup> day of January, 2006.

HARTZ & COMPANY, INC.

By:

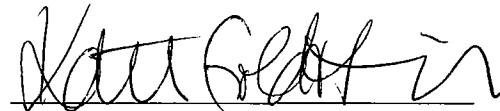


Name: Robert M. Watson

Title: Pres/CEO

STATE OF Maryland )  
                  city )ss.:  
COUNTY OF Baltimore

On this 25<sup>th</sup> day of January, 2005, before me personally appeared Robert M. Watson, to me known, who, being by me duly sworn, did depose and say that he is President of Hartz & Company, Inc., a Maryland corporation and that he executed the foregoing instrument; in the corporate name of Hartz & Company, Inc. and that he had authority to sign the same, and he acknowledged to me that he executed the same as the actual deed of said corporation pursuant to such authority.

  
Notary Public

NOTARY PUBLIC  
STATE OF MARYLAND  
Commission Expires January 14, 2008

**AFTER ACQUIRED COLLATERAL**

**SCHEDULE 1-A**

| Mark   | Serial No. | Filing Date |
|--------|------------|-------------|
| TALLIA | 78/635,418 | 5/27/05     |