

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST
EFFECTIVE DATE:	04/06/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
HB-GM Acquisition LLC		04/06/2006	LIMITED LIABILITY COMPANY: NEW YORK

RECEIVING PARTY DATA

Name:	Rosenthal & Rosenthal, Inc.
Street Address:	1370 Broadway
City:	New York
State/Country:	NEW YORK
Postal Code:	10018
Entity Type:	CORPORATION: NEW YORK

PROPERTY NUMBERS Total: 14

Property Type	Number	Word Mark
Registration Number:	2901795	BY WOMYN
Registration Number:	2698611	RYAN SCOTT
Registration Number:	2867216	ENOUGH ABOUT ME
Registration Number:	2638817	CLOTHES THAT FIT YOUR LIFE
Registration Number:	2603581	GMDG GM DESIGN GROUP
Registration Number:	2480290	WOMYN
Registration Number:	1279932	PLEIN AIR
Registration Number:	2922044	OPTIONS GARFIELD & MARKS
Registration Number:	2686159	GARFIELD & MARKS
Registration Number:	2454414	ALEX GARFIELD GARFIELD & MARKS
Serial Number:	78684870	IALEX ALEX GARFIELD
Serial Number:	78700136	IALEX ALEX GARFIELD

OP \$365.00 2901795

Serial Number:	78602410	AREA
Serial Number:	78543398	JEANEROSITY

CORRESPONDENCE DATA

Fax Number: (212)575-0671
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 212-790-9200
Email: trademark@cfl.com
Correspondent Name: Dorothy R. Whitney
Address Line 1: 1133 Avenue of the Americas
Address Line 4: New York, NEW YORK 10036-6799

ATTORNEY DOCKET NUMBER:	27105DRW;NMP
NAME OF SUBMITTER:	Dorothy R. Whitney
Signature:	/Dorothy R. Whitney/
Date:	04/11/2006

Total Attachments: 4
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SECURITY INTEREST

WHEREAS, HB-GM ACQUISITION LLC, a New York limited liability company with its principal office located at 205 West 39th Street, New York, N.Y 10018 (the "Company"), is the owner of the marks annexed hereto as Schedule A (the "Marks"); and

WHEREAS, the Company is obligated to Rosenthal & Rosenthal, Inc. (the "Lender") located at 1370 Broadway, New York, New York 10018, pursuant to a Factoring Agreement dated April 5, 2006 (the "Factoring Agreement"); and

WHEREAS, the Company entered into an Intellectual Property Security Agreement effective as of the date hereof with the Lender;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Company does hereby grant to the Lender a security interest in and to the Marks together with the good will of the business symbolized by the Marks, which security interest shall secure all the Obligations as defined in the Factoring Agreement and in accordance with the terms and provisions thereof.

The Company expressly acknowledges and affirms that the rights and remedies of the Lender with respect to the security interest granted hereby are more fully set forth in the Factoring Agreement and the Intellectual Property Security Agreement.

Dated: April 5, 2006

HB-GM ACQUISITION LLC

By [Signature]

Title Manager Member

By Harvey Shutzbank

Title Manager Member

State of New York)
County of New York) ss.:

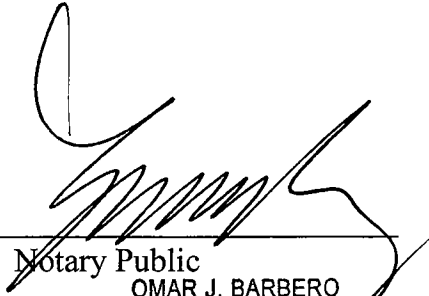
On April 6, 2006, before me, the undersigned, personally appeared Bernard Holtzman personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity and that by his signature on the instrument, the individual, or the entity upon behalf of which the individual acted, executed the instrument.

[Signature]
Notary Public

OMAR J. BARBERO
NOTARY PUBLIC, State of New York
No. 01BA4799597
Qualified in Queens County
Commission Expires July 31, 2009

State of New York)
County of New York) ss.:

On the 6 day of April, 2006 before me, the undersigned, personally appeared Harvey Shutzbank, to me known, who being by me duly sworn did depose and say that he is the Manager of HB-GM Acquisition LLC described in and which executed the foregoing instrument; that he executed the same in such capacity and that he had authority to execute such instrument and that by his signature on the instrument, the limited liability company duly executed the instrument.



Notary Public
OMAR J. BARBERO
NOTARY PUBLIC, State of New York
No. 01BA4799597
Qualified in Queens County
Commission Expires July 31, 2009

SCHEDULE A

<u>Mark</u>	<u>Class</u>	<u>App./Reg. No.</u>
BY WOMYN	25	2,901,795
RYAN SCOTT	25	2,698,611
ENOUGH ABOUT ME	25	2,867,216
CLOTHES THAT FIT YOUR LIFE	25	2,638,817
GMDG GM DESIGN GROUP (Stylized)	25	2,603,581
WOMYN & Design	25	2,480,290
PLEIN AIR	25	1,279,932
OPTIONS GARFIELD & MARKS	25	2,922,044
GARFIELD & MARKS	25	2,686,159
ALEX GARFIELD GARFIELD & MARKS and Design ENOUGH ABOUT ME	25	2,454,414
IALEX ALEX GARFIELD	3,9, 14, 18	78-684870
IALEX ALEX GARFIELD	25	78-700136
AREA	25	78-602410
JEANEROSITY	25	78-543398