

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Security Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Susan Bristol, Inc.		02/22/2006	CORPORATION: MASSACHUSETTS

RECEIVING PARTY DATA

Name:	Capital Factors LLC
Street Address:	1700 Broadway 19th Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10019
Entity Type:	LIMITED LIABILITY COMPANY:

PROPERTY NUMBERS Total: 14

Property Type	Number	Word Mark
Registration Number:	1561070	SUSAN BRISTOL
Registration Number:	2348887	FISHER HILL
Registration Number:	2347419	FISHER HILL
Registration Number:	1250427	SB
Serial Number:	76649570	ZALYA
Serial Number:	76189953	BRISTOL
Serial Number:	78143908	BRISTOL LTD
Registration Number:	1406809	CONCEPTS EXCLUSIVELY FOR SUSAN BRISTOL
Registration Number:	1362078	SUSAN BRISTOL
Registration Number:	2805582	AVERY ISLE
Registration Number:	2811060	SUSAN BRISTOL LTD
Serial Number:	76640406	BRISTOL, INC.
Serial Number:	76646990	SUZY BEE BY SUSAN BRISTOL

CH \$365.00 1561070

Registration Number: 2253924

CORRESPONDENCE DATA

Fax Number: (866)826-5420

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 3016380511

Email: ipresearchplus@comcast.net

Correspondent Name: IP Research Plus, Inc.

Address Line 1: 21 Tadcaster Circle

Address Line 2: Attn: Penelope J.A. Agodoa

Address Line 4: Waldorf, MARYLAND 20602

NAME OF SUBMITTER: Penelope J.A. Agodoa

Signature: /pja/

Date: 06/02/2006

Total Attachments: 5
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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

1. Name of conveying party(ies):
 Susan Bristol, Inc.
 The Schrafft Center
 529 Main Street
 Boston, Massachusetts, 02129

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

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

2. Name and address of receiving party(ies):
 Name: Capital Factors LLC

Internal Address: _____

Street Address: 1700 Broadway 19th Floor

City: New York State: NY ZIP: 10019

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

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 _____

Execution Date: February 22, 2006

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

Additional numbers attached? Yes No

B. Trademark registration No.(s)
See Attached Schedule A

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

Name: Federal Research Corporation

Internal Address: _____

Street Address: 400 Seventh Avenue, N.W., Suite 101

City: Washington State: DC ZIP: 20004

6. Total number of applications and registrations involved: 14

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

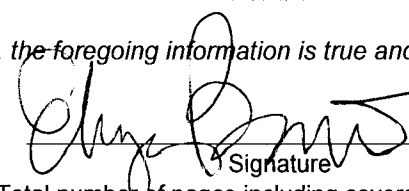
Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

(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

Elizabeth A. Barrow, Esq.  May 26, 2006
 Name of Person Signing Signature Date

Total number of pages including coversheet, attachments and document: 5

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

TRADEMARK ASSIGNMENT OF SECURITY INTEREST

WHEREAS, Susan Bristol, Inc., a corporation formed under the laws of Massachusetts, located at The Schrafft Center, 529 Main Street, Boston, Massachusetts, 02129 ("Borrower"), has adopted, used and is using the marks shown in the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Borrower is obligated to Capital Factors LLC ("Factor") pursuant to (i) a certain Amended and Restated Factoring Agreement, dated the date hereof, between Factor and Borrower and (ii) a certain Trademark Collateral Security Agreement, dated the date hereof, made by Borrower in favor of Factor (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, Borrower is granting to Factor a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

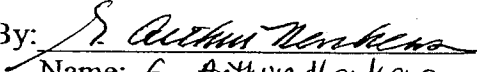
NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Borrower does hereby assign unto Factor and grant to Factor a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which assignment and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

Borrower expressly acknowledges and affirms that the rights and remedies of Factor with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated:

February 22, 2006

SUSAN BRISTOL, INC.

By: 
Name: G. Arthur Henkens
Title: President

CAPITAL FACTORS LLC

By: _____
Name:
Title:

TRADEMARK ASSIGNMENT OF SECURITY INTEREST

WHEREAS, Susan Bristol, Inc., a corporation formed under the laws of Massachusetts, located at The Schrafft Center, 529 Main Street, Boston, Massachusetts, 02129 ("Borrower"), has adopted, used and is using the marks shown in the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Borrower is obligated to Capital Factors LLC ("Factor") pursuant to (i) a certain Amended and Restated Factoring Agreement, dated the date hereof, between Factor and Borrower and (ii) a certain Trademark Collateral Security Agreement, dated the date hereof, made by Borrower in favor of Factor (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, Borrower is granting to Factor a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Borrower does hereby assign unto Factor and grant to Factor a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which assignment and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

Borrower expressly acknowledges and affirms that the rights and remedies of Factor with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

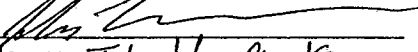
Dated:

February 22, 2006

SUSAN BRISTOL, INC.

By: _____
Name:
Title:

CAPITAL FACTORS LLC

By: 
Name: John Hendrickson
Title: SUP

STATE OF New York
COUNTY OF New York ss.:

On this 22 day of February, 2006, before me personally came G. Arthur Henkens, to me known, who, being by me duly sworn, did depose and say that s/he is the President of Susan Bristol, Inc., the corporation described in and which executed the foregoing instrument; and that s/he signed her/his name thereto by order of the board of directors of said corporation.

Neri Calderon
Notary Public

NERI M. CALDERON
Notary Public, State of New York
No. 01CA6118625
Qualified in Kings County
Commission Expires Nov. 15, 2008

STATE OF New York
COUNTY OF New York ss.:

On this 22 day of February, 2006, before me personally came John Hendrickson, to me known, who, being by me duly sworn, did depose and say that s/he is the Sup of Capital Factors LLC, the limited liability company described in and which executed the foregoing instrument; and that s/he signed her/his name thereto by order of the members of said company.

Neri Calderon
Notary Public

NERI M. CALDERON
Notary Public, State of New York
No. 01CA6118625
Qualified in Kings County
Commission Expires Nov. 15, 2008

SCHEDULE A

Schedule A to a Trademark Assignment of Security dated February 22, 2006, by and between Susan Bristol, Inc. and Capital Factors LLC.

Registration or Application No.	Country	Registration or Filing Date	Mark
1,561,070	U.S.	April 17, 2009	Susan Bristol
2,348,887	U.S.	May 9, 2010	Fisher Hill
2,347,419	U.S.	May 2, 2010	Stylized Design using words "Fisher Hill"
1,250,427	U.S.	September 6, 2003	Stylized design of a Grasshopper incorporating letters "SB"
76649570	U.S.	November 1, 2005	Zalya
76/189/953	U.S.	February 4, 2006	Bristol
78/143908	U.S.	March 2, 2006	Bristol Ltd.
1,406,809	U.S.	August 26, 2006	Concepts Exclusively for Susan Bristol
1,362,078	U.S.		Susan Bristol
2,805,582	U.S.	October 17, 2009	Avery Isle
2,811,060	U.S.	February 3, 2010	Susan Bristol Ltd.
76/640406	U.S.	awaiting response to file Allegation of Use	Bristol Inc.
76/6469990	U.S.	need to file Allegation or Amendment of Use	Suzybee By Susan Bristol
2,253,924	U.S.		Fruit and Flower Basket Design