

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
Lovin' Enterprises Inc. d/b/a Dreamgirl International		05/26/2006	CORPORATION:

RECEIVING PARTY DATA

Name:	Wells Fargo Century, Inc.
Street Address:	333 South Grand Avenue, Suite 4150
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90071
Entity Type:	CORPORATION:

PROPERTY NUMBERS Total: 11

Property Type	Number	Word Mark
Serial Number:	76608170	DREAMGIRL
Serial Number:	76592737	DREAMGIRL
Registration Number:	3068806	DREAMGIRL
Registration Number:	2967971	DREAMGUY
Registration Number:	2977899	DREAMBOY
Serial Number:	76555407	DREAMGIRL
Serial Number:	76502215	DREAMGIRL
Registration Number:	2919532	ALEXA
Registration Number:	2221568	DREAM GIRL
Serial Number:	73449949	LOVE GODDESS
Registration Number:	1277001	TASTE OF LOVE

CORRESPONDENCE DATA

Fax Number: (213)630-5728

900051787

**TRADEMARK
 REEL: 003336 FRAME: 0265**

CH \$290.00 76608170

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

Phone: 213-891-5011
Email: jhawke@buchalter.com
Correspondent Name: Jody Hawke
Address Line 1: 1000 Wilshire Boulevard, Suite 1500
Address Line 4: Los Angeles, CALIFORNIA 90017-2457

ATTORNEY DOCKET NUMBER:	C2133-0046
NAME OF SUBMITTER:	Jody Hawke
Signature:	/Jody Hawke/
Date:	06/22/2006

Total Attachments: 6
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**MEMORANDUM AND NOTICE OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY**

LOVIN' ENTERPRISES, INC. dba Dreamgirl International (the "Grantor"), with an office at 3653 Sierra Pine Avenue, Los Angeles, California 90023, hereby acknowledges, as of May 16, 2006, the following:

Grantor and Wells Fargo Century, Inc. ("Factor"), with an office at 333 South Grand Avenue, Suite 4150, Los Angeles, California 90071, are parties to that certain Factoring Agreement; dated May 16, 2006 (the "Factoring Agreement"); and

Under the terms of the Factoring Agreement, Grantor has granted to Factor, a security interest in: (a) the trademarks and trademark registrations and applications therefor which are identified on Schedule A attached hereto and incorporated herein by this reference (the "Trademarks"), together with the goodwill thereto; and (b) the copyright registrations and copyright licenses which are identified as Schedule B attached hereto and incorporated herein by this reference (the "Copyrights") owned by Grantor, and all actions for infringement concerning the foregoing.

Nothing contained in this Memorandum and Notice of Security Interest in Intellectual Property shall be construed as a present or absolute assignment of any of the collateral nor as limiting any interest which Factor may have in any other collateral described in the Factoring Agreement or otherwise. Capitalized terms used but not defined herein shall have the meanings given them in the Factoring Agreement.

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IN WITNESS WHEREOF, the undersigned have duly executed this document as of the date written first above.

LOVIN' ENTERPRISES, INC.,
dba Dreamgirl International

By: 
Name: CHRISTOPHER SCHAFF
Title: CEO

Schedule A

Trademarks

Registered Trademarks:

No.	Liens/Status	Trademark	Reg. No./ Serial No.	Reg. Date/ File Date
1.	Pending Lovin' Enterprises, Inc. Liens: None.	Dreamgirl (Block Letters)	76/608,170	August 23, 2004
2.	Pending Lovin' Enterprises, Inc. Liens: None.	Dreamgirl (Block Letters)	76/592,737	May 17, 2004
3.	Registered Lovin' Enterprises, Inc. Liens: None.	Dreamgirl (Block Letters)	3,068,806 76/592,311	March 14, 2006 May 14, 2004
4.	Registered Lovin' Enterprises, Inc. Liens: None.	Dreamguy (Block Letters)	2,967,971 76/572,084	July 12, 2005 January 26, 2004
5.	Registered Lovin' Enterprises, Inc. Liens: None.	Dreamboy (Block Letters)	2,977,899 76/564,003	July 26, 2005 December 8, 2003
6.	Pending Lovin' Enterprises, Inc. Liens: None.	Dreamgirl	76/555,407	October 30, 2003

No.	Liens/Status	Trademark	Reg. No./ Serial No.	Reg. Date/ File Date
7.	Pending Lovin' Enterprises, Inc. Liens: None.	Dreamgirl	76/502,215	March 24, 2003
8.	Registered Culver Enterprises, Inc., Formerly Lantz, Inc. Assignee: Lovin' Enterprises, Inc., assigned 06/09/2005, recorded 08/01/2005 at Reel/Frame number 3200-0388 (assignment of an undivided part of assignors interest.) Liens: None.	Alexa	2,919,532 76/496,057	January 18, 2005 March 10, 2003
9.	Registered (Cancellation proceeding filed June 25, 2003) Lovin' Enterprises, Inc. Liens: None.	Dream girl	2,221,568 75/405,507	February 2, 1999 December 15, 1997
10.	Abandoned (Failure to respond, December 13, 1984) Lovin' Enterprises, Inc. Liens: None.	Love Goddess and Design	73/449,949	October 27, 1983

No.	Liens/Status	Trademark	Reg. No./ Serial No.	Reg. Date/ File Date
11.	Cancelled (October 10, 1990) Lovin' Enterprises, Inc. Liens: None.	Taste of Love and Design	73/357,569 Former Registration No. 1,277,001	March 31, 1982

Schedule B

Copyrights

No.	Liens/Status	Title	Reg. No.	Reg. Date
1.	Liens: None	Dreamgirl 2005/2006 collection	VA1289665	February 28, 2005
2.	Liens: None	Dreamgirl 2004/2005 collection (Embroidered rose)	VA1260540	April 1, 2004
3.	Liens: None	Dreamgirl 2004/2005 collection (Symphony stripe)	VA1260539	April 1, 2004
4.	Liens: None	Dreamgirl 2004/2005 collection (Renaissance lace)	VA1260538	April 1, 2004
5.	Liens: None	Dreamgirl 2004/2005 collection (Strap seduction)	VA1260537	April 1, 2004
6.	Liens: None	Animal Instinct; Dreamgirl 2004/2005 collection (Animal instinct black with animal print trim)	VA1255550	April 1, 2004
7.	Liens: None	Dreamgirl 2004/2005 collection (pearl passion)	VA1255727	April 1, 2004
8.	Liens: None	Dreamgirl 2004/2005 collection (Covent garden)	VA1247604	April 1, 20024