

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Rosetti Handbags and Accessories, Ltd.		07/31/2006	CORPORATION: NEW YORK

RECEIVING PARTY DATA

Name:	RH&A Acquisition Corp.
Street Address:	1359 Broadway, 21st Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10018
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Registration Number:	2484350	CELLMATE
Registration Number:	2935332	CLEO NEW YORK
Registration Number:	2570840	
Serial Number:	76061036	ROSETTI
Registration Number:	2332198	ROSETTI NEW YORK
Registration Number:	2044557	STRADA
Registration Number:	2412372	STYLE-O-FAX

CORRESPONDENCE DATA

Fax Number: (212)632-5555
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 212-632-5500
 Email: lrosenburgh@salans.com
 Correspondent Name: Lisa Rosenburgh
 Address Line 1: c/o Salans, 620 Fifth Avenue

CH \$190.00 2484350

Address Line 4: New York, NEW YORK 10020

ATTORNEY DOCKET NUMBER:

0208586.0046

NAME OF SUBMITTER:

Lisa Rosenburgh

Signature:

/lisa rosenburgh/

Date:

08/09/2006

Total Attachments: 2

source=Rosetti Assign#page1.tif

source=Rosetti Assign#page2.tif

ASSIGNMENT OF TRADEMARKS

ASSIGNMENT OF TRADEMARKS, dated July 3, 2006 (this "Assignment"), is made by ROSETTI HANDBAGS AND ACCESSORIES, LTD., a New York corporation ("Assignor"), in favor of RH&A ACQUISITION CORP., a Delaware corporation ("Assignee").

W I T N E S S E T H:

A. Assignee, Assignor, The Millwork Trading Co., Ltd., d/b/a Li & Fung USA, Ahron Hersh and Chi Yueh Chen have entered into an Asset Purchase Agreement dated as of July 7, 2006 (the "Purchase Agreement"), pursuant to which Assignee has purchased certain assets from Assignor, including the trademarks listed on Schedule A attached hereto (the "Trademarks"), on the terms and conditions contained therein.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged:

1. Assignor hereby assigns and transfers to Assignee, its successors or assigns all of its right, title and interest, in and to all of the Trademarks, and any trademark applications and registrations therefor, together with any goodwill of the business symbolized by the Trademarks, as well as the right to sue for past and present infringement thereof.
2. Assignor hereby agrees to execute all instruments, documents and papers and to perform such other proper acts as Assignee, its successors or assigns may deem reasonably necessary, but at Assignee's expense, to secure to Assignee, its successors or assigns the rights hereby assigned.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be duly executed and delivered by its duly authorized officer as of the date first set forth above.

ROSETTI HANDBAGS AND
ACCESSORIES, LTD.,
a New York corporation

By: 

Name:

Title:

SCHEDULE A

Trademarks

<u>TRADEMARK NAME</u>	<u>REGISTRATION OR SERIAL NUMBER</u>	<u>CLASSES OF GOODS AND SERVICES</u>
CELLMATE	Reg. No. 2484350	9 (Scientific Equipment), 18 (Leather Goods)
CLEO NEW YORK	Reg. No. 2935332	16 (Paper Goods), 18
ROSE DESIGN	Reg. No. 2570840	9, 16, 18
ROSETTI	Serial No. 76/061,036	16, 18
ROSETTI NEW YORK	Reg. No. 2332198	16, 18
STRADA	Reg. No. 2044557	18
STYLE-O-FAX	Reg. No. 2412372	16