10-19-2006

FORM PTO-1594
1-31-92

RE SHEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

103323759

Tab settings ⇒⇒⇒

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

9.29.06

1. Name of conveying party(ies):
Redcats USA, L.P.
463 Seventh Avenue,
New York, New York
10018

☐ Individual(s) ☐ Association
☐ General Partnership ☒ Limited Partnership
☐ Corporation-State:
☐ Other

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

2. Name and address of receiving party(ies):
Name: Bank of America, N.A.
Internal Address:
Street Address: 355 Madison Avenue
City: New York State: NY ZIP: 10017

☐ Individual(s) citizenship
☐ Association
☐ General Partnership
☐ Limited Partnership
☐ Corporation-State
☒ Other financial institution

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)

3. Nature of conveyances:
☒ Assignment ☐ Merger
☐ Security Agreement ☐ Change of Name
☒ Other Amending the original Assignment

Execution Date: August 28, 2006

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

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

Additional numbers attached? ☒ Yes ☐ No

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

IP Research Plus, Inc.
21 Tadcaster Circle
Waldorf, MD 20602

Street Address:

City: State: ZIP:

6. Total number of applications and registrations involved: 101

7. Total fee (37 CFR 3.41): $2540.00
☐ Enclosed
☑ Authorized to be charged to deposit account

8. Deposit account number:
50-3811
(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

Peter J. Lahny IV, Esq. — Name of Person Signing
Signature
September 18, 2006 — Date

Total number of pages including coversheet, attachments and document: 10

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

SCHEDULE A

Schedule A to a Trademark Assignment of Security dated August 28th, 2006, by and between Redcats USA, L.P., formerly known as Brylane, L.P. and Bank of America, N.A., as Agent.

TRADEMARK	REGISTRATION OR FILE DATE	REGISTRATION NUMBER
Your Style, Your Size	08-06-2002	2604539
Aleni	09-29-2003	78306897
All American Comfort	03-11-2003	2696788
All Terrain Outfitters	10-15-2002	2637532
Allison Woods	04-17-2001	2444761
America's Specialty Catalog and E-Commerce Leader	04-26-2005	2945398
America's Specialty Catalog Leader	09-10-2002	2619167
America's White Sale Catalog	01-11-2000	2308066
America's White Sale Catalog	01-11-2006	78789444
Amoureuse	10-01-2002	2629014
Amoureuse	05-04-2006	78876461
BB Design	07-19-2006	78,932,921
Boulder Creek	04-28-2005	78618847
Bridge Gate	11-24-1987	1466415
Brylane	06-18-2002	2582175
Brylane Beach	05-27-2003	2719427
Brylane Home	01-28-2003	2681499
Brylane Home	07-02-2002	2588396
Brylane Home Kitchen	07-06-2004	2859936
Brylane Home Wishes	10-04-2005	3004920
Brylane Woman	04-22-2003	2710034
Candlelight & Champagne and Design	09-07-1999	2276592

Chelsea Studio	07-06-2004	2859197
Club Swim	04-28-2005	78619169
Comfort Cash	12-09-2004	78529913
Comfort Choice	05-04-2006	78876325
Comfort View	11-16-2004	78517450
Daphne Grey	07-09-2002	2592588
Denim 24/7	01-25-2005	2921453
Denim 365	07-19-2005	2974007
Dreams & Co.	01-13-2004	2805755
Easy Options	08-10-2004	2872608
Fashmira	06-05-2001	2458552
Fashioncode	01-20-2004	2807464
Holiday Belles	11-24-2004	78522415
Imagi-Knits	02-03-2005	78559636
Intimate Details	07-22-2002	78146174
Intimate Promise	02-25-2004	78374013
Intimate Promise	08-22-2005	78697574
Invisible Stretch	07-08-2005	78666516
It's a Real Steal	04-28-2005	78619115
It's a Style, It's a Steal	01-20-2006	78795931
Jennifer James	11-18-1997	2114549
King Size	04-15-2003	2706494
King Size	01-22-1974	0977344
King Size	03-28-1972	0931531
King Size Direct	08-19-2003	2751981
Kingsize Sport	01-13-2004	2805307
King Size Sport	12-30-2003	2801426
Kingsize Sport	12-16-2003	2794626
Kings' Court	10-15-2002	2635986

King's Court Platinum	02-10-2006	78811997
Knitt Mixx	10-07-1997	2103959
Knockarounds	05-11-2004	2840209
La Redoute	12-10-2002	2658727
La Redoute	04-15-2006	1389593
La Redoute	07-30-2006	1989389
Liberty Blues	08-20-2004	78471033
Liberty Blues & Design	12-03-2004	78526493
Liberty Blues Gold Star & Design	07-20-2006	78933766
Main Street Classics and Design	03-21-2000	2330791
Mainfloor	02-03-2004	2811782
Mainstreet Blues	06-10-2003	2725970
More for Less in Big and Tall Sizes!	12-24-2002	2666174
No Hassle	09-27-2004	78489941
One Stop Plus	04-13-2006	78861017
Only Necessities and Design	02-13-2001	2428869
Outdoor Elements	01-06-2005	78543241
Outdoor Elements	01-18-2006	78793600
Party Gals	03-24-2005	78594315
Pro King	06-10-2003	2725190
Pro King	12-30-2003	2801427
R (Stylized)	03-23-2004	2826477
R Roaman's and Design	09-20-2005	2998863
Resorts Plus	08-27-2003	78292779
Roaman's	11-26-2002	2654196
Roaman's (Stylized)	09-15-1981	1169405
Soft Focus	01-20-2004	2807459
Step Up Comfort	03-16-2005	78588210
Stephanie Andrews	08-26-1997	2092313

Sterling Hill	02-25-2004	78374018
Style 24/7	05-24-2005	78635859
Sue Brett and Design	04-25-1950	0524422
Sue Brett and Design	11-06-1990	1621353
Super Slimmer	09-16-1986	2082526
Swim 365	03-31-2004	78394073
The Best Dressed	12-09-2003	2793123
The Woman Within	10-16-1990	1617731
Tower Hill	12-01-1987	1467466
Veranesi	07-26-2004	78456572
Very Veranesi	12-02-2005	78765639
Via Accenti	03-18-2003	2698161
Via Accenti	06-03-2003	2721555
Via Accenti	07-09-2002	2592458
Vincelli	05-17-2005	2953951
Weather Solutions	01-06-2005	78543225
Weather Solutions	05-05-2006	78877414
Woman Within	09-17-2004	78485567
WW Woman Within and Design	09-11-2001	2488177
Wild Witches	03-31-2004	78394087
Willow Lane	03-31-2004	78394059

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, REDCATS USA, L.P., formerly known as Brylane, L.P., a limited partnership formed under the laws of Delaware, located at 463 Seventh Avenue, New York, New York 10018, ("Borrower"), has adopted, used and is using the marks shown in the attached Schedule A (the "Trademarks"), 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 BANK OF AMERICA, N.A. ("BofA") and various other financial institutions (collectively, "Lenders") and BofA as administrative and collateral agent for Lenders ("Agent") pursuant to (i) a certain Amended and Restated Credit Agreement, dated as of the date hereof, among Agent, Lenders, Borrower, Chadwick's of Boston, Inc. and Redcats USA, Inc., and (ii) a certain Trademark Collateral Security Agreement, dated as of December 10, 2003, made by Borrower in favor of Agent (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 Agent for its benefit and for the ratable benefit of Lenders a security interest in the Trademarks, the goodwill of the business symbolized by the Trademarks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Borrower does hereby assign unto Agent for its benefit and for the ratable benefit of Lenders and grant to Agent for its benefit and for the ratable benefit of Lenders a security interest in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks, 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.

[SIGNATURE PAGE FOLLOWS]

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

Dated: New York, New York
August 28, 2006

Witness:

REDCATS USA, L.P., formerly known as Brylane, L.P.

By:
Name: Eric Faintreny
Its: Chief Executive Officer

Witness:

BANK OF AMERICA, N.A., as Agent

By:
Name:
Its:

BDDB01 4305179v1

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

Dated: New York, New York
August 29th, 2006

Witness:

_____

Witness:

_____

REDCATS USA, L.P., formerly known as Brylane, L.P.

By:_____
Name:
Its:

BANK OF AMERICA, N.A., as Agent

By:_____
Name: Edmundo Kahn
Its: Vice-President

1219083

STATE OF INDIANA)
) SS:
COUNTY OF MARION)

On the 28th day of August, 2006 before me personally came Eric Faintreny, to me known, who being by me duly sworn, did depose and say s/he is the Chief Executive Officer of REDCATS USA, L.P., the limited partnership described in and which executed the foregoing instrument; and that s/he was authorized to sign her/his name thereto.

Sally E. Unverferth
Notary Public
My Commission Expires: 10-19-07

STATE OF _____)
) SS:
COUNTY OF _____)

On the ____ day of August, 2006, before me personally came _____ to me known, who being by me duly sworn, did depose and say s/he is the _____ of BANK OF AMERICA, N.A.; and that s/he was authorized to sign her/his name thereto.

_____
Notary Public
My Commission Expires:

BDDB01 4505179v1

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

On the ____ day of August, 2006 before me personally came _____ to me known, who being by me duly sworn, did depose and say s/he is the _____ of REDCATS USA, L.P., the limited partnership described in and which executed the foregoing instrument; and that s/he was authorized to sign her/his name thereto.

_____
Notary Public
My Commission Expires:

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

On the 29th day of August, 2006, before me personally came Edmundo Kahn to me known, who being by me duly sworn, did depose and say s/he is the Vice President of BANK OF AMERICA, N.A.; and that s/he was authorized to sign her/his name thereto.

_____
Notary Public
My Commission Expires: 1/17/2010

Jocelyn Fine
Notary Public, State of New York
No. 01FI6130884
Qualified in New York County
Commission Expires 1/17/2010

1219083