FORM PTO-1594
1-31-92

RECO HEET

10-27-2006

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Tab settings ⇒ ⇒ ⇒

To the Honorable Commissioner of Pat 103328549 ched original documents or copy thereof.

1. Name of conveying party(ies):
Chadwick's of Boston, Inc.
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: 44

7. Total fee (37 CFR 3.41): $ 1115.00
☐ 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: 7

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 Chadwick's of Boston, Inc. and Bank of America, N.A., as Agent.

TRADEMARK	REGISTRATION OR FILE DATE	REGISTRATION NUMBER
Bridgewater Studio	08-27-2002	2613214
Bristol Harbor	04-25-2000	2345999
C Chadwick's Rewards And Design	08-05-2003	2747265
Chadwick's	04-29-2003	2712159
Chadwick's	01-16-1996	1948523
Chadwick's	06-06-2003	2485902
Chadwick's	11-30-2001	842326
Chadwick's	07-29-2003	2742087
Chadwick's	07-21-2005	78675275
Chadwick's of Boston	01-21-1992	1672908
Chadwicks	09-28-1982	1211131
Chadwick's Rewards	07-22-2003	2740497
Club Newport	08-20-2005	78696916
Coat Connection	03-02-2006	78827272
Collection 7	10-07-2004	78496271
Collection 7	09-27-2004	78489923
Compare Anywhere	06-02-2004	78428555
Compare Anywhere, You Always Get More!	01-21-2005	78551567
Compare Anywhere, You Always Get More at ... Chadwick's	11-16-2004	2903387
Directions by Chadwick's	10-17-2005	78734604
Emily Spencer	05-02-2000	2347568
FADS	02-02-1993	1750226

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JL Studio Exclusively for Jessica Londo	08-20-2005	78696926
J.L. Plum	07-30-1996	1989822
Jessica L	11-04-2003	2780765
Jessica London	12-23-2003	2799241
Jessica London	12-15-1998	2210503
Jessica London	11-05-2002	2645682
Jessie Sport	12-16-2003	2796140
Just Jessie	10-28-2003	2778727
Katelyn Court	10-25-1983	1255402
Kenneth Spencer	05-08-2001	2449500
Luxury for Less	04-28-3005	78619136
Metro Style	03-02-2004	2820510
Metro Style	07-26-2005	78678667
Off-Price Fashions for Plus Sizes	08-06-2002	2606211
Real Comfort	10-22-1996	2010503
Real Comfort	04-02-2002	2556486
RSVP Perfect	02-23-2006	78821807
Sunpoint	09-16-1986	1409570
The Original Off-price Fashion Catalog	07-02-1991	1649769
Victoria Holley	08-26-1997	2092312
Wear2work	07-18-2006	78931626
You Always Get More!	04-14-2005	78608615

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, CHADWICK'S OF BOSTON, INC., a corporation 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, Redcats USA, L.P. 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 29, 2006

Witness:

_____

CHADWICK'S OF BOSTON, INC.

By:_____
Name: Eric Faintreny
Its: Chief Executive Officer

Witness:

_____

BANK OF AMERICA, N.A., as Agent

By:_____
Name:
Its:

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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:

_____

Witness:

_____

CHADWICK'S OF BOSTON, INC.

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 CHADWICK'S OF BOSTON, INC., the corporation described in and which executed the foregoing instrument; and that s/he was authorized to sign her/his name thereto.

Sally E. Unversaw
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 4505203v1

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 CHADWICK'S OF BOSTON, INC., the corporation 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 Kalm 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

Joselyn Fine
Notary Public, State of New York
No. 01FI6139884
Qualified in New York County
Commission Expires 1/17/2010

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