

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Memorandum of Security Interest in Trademarks		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Fred Leighton Holding Inc.		03/29/2006	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Merrill Lynch Mortgage Capital Inc.		
Street Address:	4 World Financial Center, 10th Floor		
Internal Address:	Attn: Mr. Ryan Bell		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10080		
Entity Type:	CORPORATION:		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	1645941	FRED LEIGHTON	
Registration Number:	1636486	FRED LEIGHTON	
CORRESPONDENCE DATA			
Fax Number:	(202)756-9299		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	2122996000		
Email:	matthew.mayer@thomson.com		
Correspondent Name:	Corporation Service Company		
Address Line 1:	1133 Avenue of the Americas		
Address Line 4:	New York, NEW YORK 10036		
NAME OF SUBMITTER:	Matthew Mayer		
Signature:	/Matthew Mayer/		
Date:	11/01/2006		

CH \$65.00 1645941

Total Attachments: 3

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Exhibit A

TRADEMARKS

<u>Owner</u>	<u>Serial No. or Registration No.</u>	<u>Country</u>	<u>Issue/ File Date</u>	<u>Mark</u>
FRED LEIGHTON HOLDING INC.	1,645,941	U.S.	May 21, 1990 (filed) May 28, 1991 (registered)	FRED LEIGHTON (Typed Drawing)
FRED LEIGHTON HOLDING INC.	1,636,486	U.S.	May 21, 1990 (filed) February 26, 1991 (registered)	FRED LEIGHTON (Typed Drawing)

MEMORANDUM OF SECURITY INTEREST IN TRADEMARKS

Mail Stop Assignment Recordation Services
Director of the US Patent and Trademark Office
PO Box 1450
Alexandria, VA 22313-1450


Ladies and Gentlemen:

Pursuant to a Security Agreement, dated as of March 29, 2006 (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement"), Fred Leighton Holding Inc., a Delaware corporation formerly named Samba 1, Inc. and doing business as Fred Leighton (the "Assignor"), has granted to Merrill Lynch Mortgage Capital Inc., as Assignee (the "Assignee"), a continuing security interest in, and a continuing lien upon, the Trademarks (as such term is defined in the Security Agreement) including the trademarks listed on the annexed Exhibit A, and all applications, registrations, renewals and proceeds (including accounts receivable and royalties) thereof (the "Trademarks"), together with the goodwill of the business connected with the use of and symbolized by the Trademarks. The Assignee's security interest in the Trademarks can only be terminated in accordance with the terms of the Security Agreement.

Dated: March 29, 2006

Very truly yours,

FRED LEIGHTON HOLDING INC., as Assignor

By 
Name: Ralph Esmerian
Title: President

ACKNOWLEDGED BY:

MERRILL LYNCH MORTGAGE CAPITAL INC.,
as Assignee

By _____

Name:

Title:

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Pursuant to a Security Agreement, dated as of March 29, 2006 (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement"), Fred Leighton Holding Inc., a Delaware corporation formerly named Samba 1, Inc. and doing business as Fred Leighton (the "Assignor"), has granted to Merrill Lynch Mortgage Capital Inc., as Assignee (the "Assignee"), a continuing security interest in, and a continuing lien upon, the Trademarks (as such term is defined in the Security Agreement) including the trademarks listed on the annexed Exhibit A, and all applications, registrations, renewals and proceeds (including accounts receivable and royalties) thereof (the "Trademarks"), together with the goodwill of the business connected with the use of and symbolized by the Trademarks. The Assignee's security interest in the Trademarks can only be terminated in accordance with the terms of the Security Agreement.

Dated: March 29, 2006

Very truly yours,

FRED LEIGHTON HOLDING INC., as Assignor

By _____
Name:
Title:

ACKNOWLEDGED BY:

MERRILL LYNCH MORTGAGE CAPITAL INC.,
as Assignee

By 
Name: Ryan D. Bell
Title: Vice President

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