

Form PTO-1594 (Rev. 07/05)
OMB Collection 0651-0027 (exp. 6/30/2008)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):
GMAC Commercial Finance LLC

Individual(s) Association
 General Partnership Limited Partnership
 Corporation- State: _____
 Other Limited Liability Company-Del.
 Citizenship (see guidelines) _____
 Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies) Yes No
 Additional names, addresses, or citizenship attached? No

Name: Popular Club Plan, Inc.
 Internal Address: _____
 Street Address: 22 Lincoln Place
 City: Garfield
 State: NJ
 Country: USA Zip: 07026-1904

Association Citizenship _____
 General Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation Citizenship New Jersey
 Other _____ Citizenship _____

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 conveyance / Execution Date(s) :
 Execution Date(s) October 23, 2006

Assignment Merger
 Security Agreement Change of Name
 Other Release of Security Interest

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s) _____
 B. Trademark Registration No.(s) _____

See Additional Sheet Attached Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown): _____

5. Name & address of party to whom correspondence concerning document should be mailed:
 Name: Samuel B. Fortenbaugh III
 Internal Address: _____
 Street Address: 1211 Avenue of the Americas, 27th floor
 City: New York
 State: NY Zip: 10036
 Phone Number: 212-596-3379
 Fax Number: 212-596-3391
 Email Address: Sam@Sfortenbaugh.com

6. Total number of applications and registrations involved: 18

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 465.00

Authorized to be charged by credit card
 Authorized to be charged to deposit account
 Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers 1004
 Expiration Date 04/07

b. Deposit Account Number _____
 Authorized User Name _____

9. Signature: [Signature] 11/3/06
 Signature Date
SAMUEL B. FORTENBAUGH III
 Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 5

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

OP \$465.00 1828670

ADDITIONAL SHEET

REGISTRATION NUMBERS AND IDENTIFICATION OR DESCRIPTION OF
REGISTERED TRADEMARKS

<u>Registered Trademarks</u>	<u>Registration No.</u>
Better Your Life	1,828,670
Club Secretary Extras	1,984,246
Club Secretary Extras (and design)	1,984,304
Morningside	1,461,005
OK Overkirk (and design)	2,067,355
Overkirk	2,022,134
Overkirk Jeanswear (and design)	2,067,356
Popular	1,829,702
Popular Club	2,733,685
Popular Club Plan	1,835,863
Popular Girl	1,457,510
Popular Gourmet	2,545,153
Popular Jrs	1,457,509
Popular Shopping Club	818,481
Popular Shopping Club	974,176
Royal Manor	1,954,047
Young Overkirk	1,452,248
Villa	1,917,998

NOTICE OF RELEASE OF
SECURITY INTEREST IN INTELLECTUAL PROPERTY

Reference is made to that certain Trademark Collateral Assignment and Security Agreement dated as of November 8, 2005 (the "Trademark Agreement"), by Popular Club Plan, Inc., a New Jersey corporation (the "Debtor"), and GMAC Commercial Finance LLC, a Delaware limited liability company (the "Secured Party"), as recorded with the United States Patent and Trademark Office on February 15, 2006 at Reel/Frame 003305/0339.

Pursuant to the Trademark Agreement, Debtor granted to the Secured Party a security interest in Debtor's right, title, and interest in and to the trademarks, trade names, terms, designs and applications therefore described in Schedule A hereto (the "Listed Marks").

Secured Party (the "Releasor") hereby re-assigns and releases to the Debtor and terminates all right, title and interest that Releasor has in and to the Listed Marks and all proceeds of the foregoing; and all general intangibles associated with the foregoing, including without limitation, all goodwill associated in any way with the Listed Marks; the right to sue for past, present and future infringements, and all rights corresponding thereto associated with the Listed Marks.

This release shall be governed by and construed in accordance with the laws of the State of New York without regard to conflicts of law principles.

GMAC COMMERCIAL FINANCE LLC,
as Secured Party and Releasor

By: _____

Name: Steven J. Brown

Title: Director

Dated: October 23, 2006

SCHEDULE A

LIST OF TRADEMARKS AND APPLICATIONS

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Trademarks

Get Paid To Shop
It's Like Getting Paid to Shop
Live Better Than Ever
Overkirk Designer Collection (and design)
Ready Order Clubs
Take A Turn
Take A Turn Clubs