

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Medium Design Group LLC		01/31/2007	LIMITED LIABILITY COMPANY: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Fashion Shoe Licensing LLC		
<b>Street Address:</b>	3333 New Hyde Park Road		
<b>City:</b>	New Hyde Park		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	11042		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE		
<b>PROPERTY NUMBERS Total: 3</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2907219	MEDIUM	
Serial Number:	78640032	MEDIUM	
Serial Number:	78196317	MEDIUM	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(212)813-5901		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	212-813-5900		
<b>Email:</b>	dsullivan@frosszelnick.com		
<b>Correspondent Name:</b>	Tamar Niv Bessinger		
<b>Address Line 1:</b>	Fross Zelnick Lehrman & Zissu, P.C.		
<b>Address Line 2:</b>	866 United Nations Plaza		
<b>Address Line 4:</b>	New York, NEW YORK 10017		
<b>ATTORNEY DOCKET NUMBER:</b>	MDGL - 0604034		
<b>NAME OF SUBMITTER:</b>	Tamar Niv Bessinger		

CH \$90.00 2907219

Signature:	/diana sullivan/
Date:	03/06/2007
<b>Total Attachments: 6</b> source=070306-0604034-33-Assignment for MEDIUM marks (F0012635)#page1.tif source=070306-0604034-33-Assignment for MEDIUM marks (F0012635)#page2.tif source=070306-0604034-33-Assignment for MEDIUM marks (F0012635)#page3.tif source=070306-0604034-33-Assignment for MEDIUM marks (F0012635)#page4.tif source=070306-0604034-33-Assignment for MEDIUM marks (F0012635)#page5.tif source=070306-0604034-33-Assignment for MEDIUM marks (F0012635)#page6.tif	

**EXECUTION COPY**

**TRADEMARK ASSIGNMENT AGREEMENT**

This Trademark Assignment Agreement (this "Agreement") is entered into as of January 31, 2007 by and between Medium Design Group LLC, a Delaware limited liability company ("Assignor") and Fashion Shoe Licensing LLC, a Delaware Limited Liability Company ("Assignee").

**WHEREAS**, Assignor and Assignee are parties to that certain Assignment and Assumption Agreement of even date herewith (the "Assignment and Assumption Agreement");

**WHEREAS**, Assignor is the owner of the trademarks set forth in Schedule 1 attached hereto (the "Trademarks");

**WHEREAS**, Assignee is desirous of acquiring the Trademarks; and

**WHEREAS**, this Agreement is being executed pursuant to the Assignment and Assumption Agreement.

**NOW, THEREFORE**, for good and valuable consideration, receipt of which is hereby acknowledged Assignor hereby assigns to Assignee all right, title and interest in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the identified applications and/or registrations therefore, and with all claims arising out of or relating to the use or ownership of the Trademarks.

*[Signature Page Follows.]*

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed as of the date first written above.

**ASSIGNOR:**

**MEDIUM DESIGN GROUP LLC**



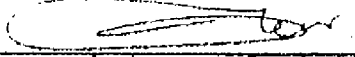
By: \_\_\_\_\_

Name: Scott MILDEN

Title: CEO

**ASSIGNEE:**

**FASHION SHOE LICENSING LLC**

By:   
Name: NATHAN G. STARR  
Title: President

**MEDIUM TRADEMARK APPLICATIONS AND REGISTRATIONS BY MEDIUM DESIGN GROUP**

Country	Mark	Class	Goods	Application Date	Application Number	Registration Date	Registration Number	Status	Our File Number
Argentina	MEDIUM	18	Bags, namely messenger bags, tote bags, hand bags and rucksacks	7/5/2005	2601986			Pending	73525
Argentina	MEDIUM	25	Footwear, clothing and headgear	7/5/2005	2601987			Pending	73526
Australia	MEDIUM	18	Bags included in this class, including rucksacks, tote bags, handbags, purses, pocketbooks, satchels, backpacks, pouches and cases	5/26/2005	1057308			Pending. 9/7/2005: Examiner objected that mark is descriptive. Deadline for response: 10/29/2006.	73123
Australia	MEDIUM	25	Footwear, clothing and headgear	5/26/2005	1057308			Pending. 9/7/2005: Examiner objected that mark is descriptive. Deadline for response: 10/29/2006.	73123
Brazil	MEDIUM	18	Bags, namely messenger bags, tote bags, hand bags and rucksacks	8/1/2005	827644574			Pending	73523
Brazil	MEDIUM	25	Footwear, clothing and headgear	8/1/2005	827644540			Pending	73524
Canada	MEDIUM	18	Bags, namely messenger bags, tote bags, hand bags and rucksacks	6/10/2005	1261748			Pending	73257
Canada	MEDIUM	25	Footwear, namely casual shoes sold through department stores, boutiques and shoe stores	12/31/2003	1200674			Pending. 10/18/05 associate informs us that application has been accepted for publication. Publication expected in 2 months.	68831

Country	Mark	Class	Goods	Application Date	Application Number	Registration Date	Registration Number	Status	Our File Number
China	<b>MEDIUM</b>	18	Bags, namely messenger bags, tote bags, hand bags and rucksacks	10/25/2005	Expected in January 2006			Instructed associate on 10/3/05 to file application.	73976
China	<b>MEDIUM</b>	25	Footwear, headgear	10/25/2005	Expected in January 2006			Instructed associate on 10/3/05 to file application.	73977
Colombia	<b>MEDIUM</b>	25	Footwear, clothing, headgear	7/29/2005	5074892			Pending	73673
Europe	<b>MEDIUM</b>	14, 18, 25	Watches, Bags, Footwear, Clothing, Headgear	12/4/2003	3180593			Oppositions pending (Pons Caros and Dosenbach Ochsner)	67520
Hong Kong	<b>MEDIUM DESIGN GROUP</b>	18, 25	Bags, namely messenger bags, tote bags, hand bags and rucksacks; Footwear, clothing and headgear	10/19/2005	300514188			Pending	73978
Japan	<b>MEDIUM</b>	18	Bags, namely messenger bags, tote bags, hand bags and rucksacks	11/18/2005	2005-108218			Pending	73259
Japan	<b>MEDIUM</b>	25	Footwear	4/10/2003	29101	9/5/2003	4707931	Registered	67518
Mexico	<b>MEDIUM</b>	18	Bags, namely messenger bags, tote bags, hand bags and rucksacks	6/30/2005	725988			Pending	73527
Mexico	<b>MEDIUM</b>	25	Footwear, clothing and headgear	6/30/2005	725989			Pending	73528
New Zealand	<b>MEDIUM</b>	18	Leather and imitations of leather, and goods made of those materials and not included in other classes; trunks and travelling bags; bags;	5/23/2005	730063			Pending. Rejected on grounds that mark is descriptive. Deadline for response: 5/23/2006.	73124

Country	Mark	Class	Goods	Application Date	Application Number	Registration Date	Registration Number	Status	Our File Number
New Zealand	MEDIUM	25	Footwear, clothing and headgear	5/23/2005	730063			Pending. Rejected on grounds that mark is descriptive. Deadline for response: 5/23/2006.	73124
Panama	MEDIUM	18	Bags, namely messenger bags, tote bags, hand bags and rucksacks	4/8/2005	141638-01			Application acquired from distributor. Recordal of assignment to be expected in April 2006.	73181
Panama	MEDIUM	25	Footwear, clothing and headgear	4/8/2005	141639-01			Application acquired from distributor. Recordal of assignment to be expected in April 2006.	73181
USA	MEDIUM	25	Footwear namely, casual shoes sold through department stores, boutiques, and shoe stores	12/19/2002	78196317	4/12/2005	2940711	Registered	67218
USA	MEDIUM	25	Footwear namely, casual shoes sold through department stores, boutiques, and shoe stores	12/19/2002	78196392	11/30/2004	2907219	Registered	67236
USA	MEDIUM	18	Bags, namely messenger bags, tote bags, hand bags and rucksacks	5/31/2005	78640032			Pending	73178
Venezuela	MEDIUM	25	Footwear, clothing, headgear	7/28/2005	16250/05			Pending	73672