

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Retail Brand Alliance, Inc.		03/15/2007	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
<b>Name:</b>	Carolee LLC
<b>Street Address:</b>	19 Elm Street
<b>City:</b>	Greenwich
<b>State/Country:</b>	CONNECTICUT
<b>Postal Code:</b>	06830
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	1370059	CAROLEE
Registration Number:	1878585	CAROLEE'S STERLING SENTIMENTS
Registration Number:	2265103	CAROLEE
Registration Number:	2296631	CAROLEE
Registration Number:	3096901	CAROLEE
Registration Number:	3192853	STERLING SENTIMENTS
Serial Number:	78208433	CAROLEE
Serial Number:	78793114	MARGAUX

CORRESPONDENCE DATA	
Fax Number:	(410)280-6758
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	4102806608
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Correspondent Name:	Lawrence E. Laubscher, Jr.
Address Line 1:	1160 Spa Road, Suite 2B

OP \$215.00 1370059

Address Line 4: Annapolis, MARYLAND 21403

ATTORNEY DOCKET NUMBER:

CAROLEE LLC

NAME OF SUBMITTER:

Lawrence E. Laubscher, Jr.

Signature:

/leljr/

Date:

03/28/2007

Total Attachments: 3

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TRADEMARK ASSIGNMENT

WHEREAS, RETAIL BRAND ALLIANCE, INC., a corporation of Delaware having a place of business at 100 Phoenix Avenue, Enfield, Connecticut, 06082, USA, is the owner of the trademark applications and registrations listed on Schedule A which is attached hereto and incorporated herein by reference.

WHEREAS, CAROLEE LLC, a limited liability company of Delaware having a place of business at 19 Elm Street, Greenwich, Connecticut, 06830, USA, is desirous of acquiring said marks, said U.S. trademark applications and registrations, and the attendant good will;

NOW THEREFORE, in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, RETAIL BRAND ALLIANCE, INC. hereby sells, assigns and transfers unto said CAROLEE LLC the entire right, title and interest in and to said marks, and to all good will attendant thereto, and to said U.S. trademark applications and registrations, as well as the right to recover for past infringement of said marks, applications and registrations.

March 15, 2007

By:

  
Eugene Feola  
Vice President & Secretary

**NOTARIAL ACKNOWLEDGMENT**

STATE OF CONNECTICUT    )  
  )    ss  
COUNTY OF HARTFORD    )

On this 15<sup>th</sup> day of March, 2007, before me appeared Eugene Feola to me known, who being duly sworn, did state that he is Vice President and Secretary of Retail Brand Alliance, Inc., the company described in the foregoing TRADEMARK ASSIGNMENT, and that he signed it as a free act on his own behalf (or on behalf of the identified corporation or other entity with authority to do so).

[Seal]



Notary Public  
**CHERYL L. MACNEIL**  
NOTARY PUBLIC  
My Commission Expires June 30, 2011

**SCHEDULE A**

(1) U.S. Trademark Registrations

<u>Registration No.</u>	<u>Mark</u>
1,370,059	CAROLEE
1,878,585	CAROLEE'S STERLING SENTIMENTS
2,265,103	CAROLEE
2,296,631	CAROLEE
3,096,901	CAROLEE
3,132,853	STERLING SENTIMENTS

(2) U.S. Trademark Applications

<u>Serial No.</u>	<u>Mark</u>
78/208,433	CAROLEE
78/793,114	MARGAUX