

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
City Girl, Inc.		10/04/2006	CORPORATION:

RECEIVING PARTY DATA	
Name:	ITC Girl, LLC
Street Address:	10367 Brockwood Road
City:	Dallas
State/Country:	TEXAS
Postal Code:	75238
Entity Type:	LIMITED LIABILITY COMPANY:

PROPERTY NUMBERS Total: 7		
Property Type	Number	Word Mark
Registration Number:	2848967	MARIE ST. MONET
Registration Number:	1050096	CITY GIRL
Registration Number:	0999711	CITY GIRL
Registration Number:	1871974	IN THE CITY
Registration Number:	1736717	CITY GIRL SPORT
Registration Number:	1014748	CITY DOLL
Registration Number:	1078972	CITY FOX

CORRESPONDENCE DATA	
Fax Number:	(214)889-9779
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	214-780-1444
Email:	bhalpern@shacklaw.net
Correspondent Name:	Ben Halpern
Address Line 1:	3333 Lee Parkway
Address Line 2:	Tenth Floor

OP \$190.00 2848967

Address Line 4: Dallas, TEXAS 75219

ATTORNEY DOCKET NUMBER: 80006.1

NAME OF SUBMITTER: Benjamin D. Halpern

Signature: /Ben Halpern/

Date: 01/17/2008

Total Attachments: 5

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ASSIGNMENT OF SERVICE MARKS

WHEREAS, CITY GIRL, INC., a California corporation (hereinafter the "Assignor"), is the owner of all right, title and interest in and to the service marks registered with the U.S. Patent and Trademarks Office, as set forth on Exhibit "A" attached hereto (collectively, the "Marks").

WHEREAS, ITC GIRL, LLC, a Texas limited liability company (hereinafter the "Assignee"), desires to acquire the entire right, title and interest in, to and under said Marks.

NOW, THEREFORE, TO ALL WHOM IT MAY CONCERN, be it known that pursuant to the Agreement for Sale of Business Assets, dated as of October 4, 2006 between Assignor and Assignee and for such other good and valuable consideration recited therein, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns, transfers and sets over to Assignee, effective as of October 4, 2006, Assignor's entire right, title and interest in and to the Marks, the goodwill of the business symbolized therein, and any foreign rights associated with the Marks or the goodwill associated therewith.

The Marks are to be held by Assignee, for its own use and enjoyment and that of its successors, assigns or other legal representatives, to the end of the term or terms for which said Marks are granted, as fully and entirely as said Marks would have been held by Assignor had this assignment and sale not been made.

Assignor hereby covenants that no assignment, sale, agreement or encumbrance of the Marks has been or will be made or entered into by Assignor which would conflict with this assignment and sale.

Assignor further covenants that Assignee will, upon its request, be provided promptly with all pertinent facts and documents relating to the Marks as may be known and accessible to Assignor, and will testify as to the same in any litigation related thereto and will promptly execute and deliver to Assignee or its legal representative any and all papers, instruments or affidavits required to apply for, obtain, maintain and enforce said Marks which may be reasonably necessary or desirable to carry out the purpose hereof.

IN WITNESS WHEREOF, the undersigned Assignor and Assignee hereunto set hand and seal this _____ day of November, 2007, but to be effective as of October 4, 2006.

ASSIGNOR:

CITY GIRL, INC.,
a California corporation

By: *Ronald W. Portman*
Name: *Ronald W. Portman*
Title: *President*

ASSIGNEE:

ITC GIRL, LLC,
a Texas limited liability company

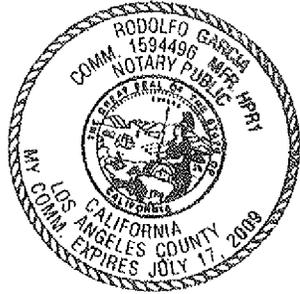
By: _____
Name: _____
Title: _____

STATE OF CALIFORNIA §
 §
COUNTY OF *Los Angeles* §

This instrument was acknowledged before me on the *30th* day of November 2007, by *Ronald W. Portman*, as *President* of City Girl, Inc., a California corporation, on behalf of said corporation.

[Signature]
Notary Public in and for the State of California

17-Jul-09
My Commission Expires:



IN WITNESS WHEREOF, the undersigned Assignor and Assignee hereunto set hand and seal this _____ day of November, 2007, but to be effective as of October 4, 2006.

ASSIGNOR:

CITY GIRL, INC.,
a California corporation

By: _____
Name: _____
Title: _____

ASSIGNEE:

ITC GIRL, LLC,
a Texas limited liability company

By: Edward J. Vierling
Name: Edward J. Vierling
Title: CEO, Chairman

STATE OF CALIFORNIA §
 §
COUNTY OF _____ §

This instrument was acknowledged before me on the ____ day of November 2007, by _____, as _____ of City Girl, Inc., a California corporation, on behalf of said corporation.

Notary Public in and for the State of California

My Commission Expires:

STATE OF TEXAS

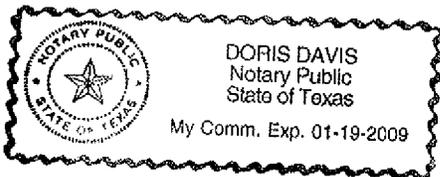
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COUNTY OF DALLAS

This instrument was acknowledged before me on the 6 day of ^{RD.}~~November~~ ^{December}, 2007, by Ed Vierling, as CEO of ITC Girl, LLC, a Texas limited liability company, on behalf of said limited liability company.

Doris Davis
Notary Public in and for the State of Texas

My Commission Expires:



TRADEMARK

REEL: 003699 FRAME: 0151

EXHIBIT "A"
Marks

	<u>Name</u>	<u>Registration No.</u>
1.	Marie St. Monet	2848967
2.	City Girl (Word Mark)	1050096
3.	City Girl (Design Mark)	0999711
4.	In The City	1871974
5.	City Girl Sport	1736717
6.	City Doll	1014748
7.	City Fox	1078972