

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
SIMPLYSHE, INC.		03/19/2008	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Bank of America, N.A.
Street Address:	101 S. Marengo Ave., 5th Floor
City:	Pasadena
State/Country:	CALIFORNIA
Postal Code:	91101
Entity Type:	National Association: UNITED STATES

PROPERTY NUMBERS Total: 21

Property Type	Number	Word Mark
Serial Number:	78900552	LULU PINK
Serial Number:	77404432	SIMPLYDOGGY
Serial Number:	77404426	SIMPLYDOG
Serial Number:	77404329	SIMPLYPUPPY
Serial Number:	77403830	SIMPLYKITTY
Serial Number:	77403803	SIMPLYCAT
Serial Number:	77389534	SH RTY KAT
Serial Number:	77389526	PHAT DOG LIFE IN THE FAB LANE
Serial Number:	77256459	MINI PINK
Serial Number:	77234341	GET GROOMED NATURALLY GLAMOROUS BEAUTY
Serial Number:	77234340	BIG PA S
Serial Number:	77234339	MM MAX-A-MILLION
Serial Number:	77234338	SMOOCHIE POOCH STYLISH FASHION SEALED WITH A KISS
Serial Number:	77234337	SIMPLYSINGLE

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Serial Number:	77234333	SIMPLYWEE
Serial Number:	77234328	SIMPLYDOG
Serial Number:	77234191	SIMPLYCAT
Serial Number:	77417981	LIFE'S FUR-TASTIC!
Serial Number:	77418064	GOOD FOR THE PLANET, GOOD FOR YOUR PET
Serial Number:	77418122	CUFFIES
Registration Number:	2423407	SIMPLYSHE

CORRESPONDENCE DATA

Fax Number: (949)720-0182
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 949-224-6282
Email: trademark@buchalter.com
Correspondent Name: Sandra Thompson
Address Line 1: 18400 Von Karman Ave., Suite 800
Address Line 4: Irvine, CALIFORNIA 92612-0541

ATTORNEY DOCKET NUMBER:	B0926-0165
NAME OF SUBMITTER:	Sandra P. Thompson
Signature:	/Sandra P. Thompson/
Date:	03/20/2008

Total Attachments: 6
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**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):
SIMPLYSHE, INC.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation- State: Delaware
 Other _____

Citizenship (see guidelines) Delaware

Additional names of conveying parties attached? Yes No

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

Name: Bank of America, N.A.
Internal Address: _____
Street Address: 101 S. Marengo Ave., 5th Fl.
City: Pasadena
State: CA
Country: USA Zip: 91101

Association Citizenship USA
 General Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation Citizenship _____
 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) _____

Assignment Merger
 Security Agreement Change of Name
 Other _____

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

A. Trademark Application No.(s)
78/900552; 77/404732; 77/404426; 77/404329; 77/403830;
77/403803; 77/389534; 77/389526; 77/256459; 77/234341;
77/234340; 77/234339; 77/234338

B. Trademark Registration No.(s)
2423407

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: Sandra P. Thompson
Internal Address: _____
Street Address: Buchalter Nemer
18400 Von Karman Avenue, Suite 800
City: Irvine
State: CA Zip: 92612-0514
Phone Number: 949-224-6282
Fax Number: 949-720-0182
Email Address: trademark@buchalter.com

6. Total number of applications and registrations involved: 21

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 540.00

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

8. Payment Information:
a. Credit Card Last 4 Numbers _____
Expiration Date _____
b. Deposit Account Number 500977
Authorized User Name Buchalter Nemer

9. Signature: /Sandra P. Thompson/ 3/20/2008
Signature Date

Sandra P. Thompson
Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 6

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

ADDITIONAL PENDING TRADEMARKS AND SERVICE MARKS

77/234337; 77/234333; 77/234328; 77/234191; 77/417981; 77/418064; 77/418122

**MEMORANDUM OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY**

SIMPLYSHE, INC., a Delaware corporation, whose address is 1020 Kearny Street, San Francisco, California 94133 (the "Pledgor") hereby acknowledges that it has granted to **BANK OF AMERICA, N.A.**, whose address is 101 S. Marengo Ave., 5th Fl., Mailcode CA9-702-05-69, Pasadena, CA 91101 (the "Bank"), a security interest in and to all of the Pledgor's right, title and interest in and to: (a) the trademark and trademark registrations and applications therefore which are identified on Exhibit A attached hereto and herein incorporated by this reference owned by the Pledgor (the "Trademarks"), together with the goodwill and assets of the business; and (b) the copyrights which are identified on Exhibit B attached hereto and herein incorporated by this reference owned by the Pledgor (the "Copyrights"); to which such Trademarks and Copyrights are appurtenant and all actions for infringement concerning the foregoing.

The terms and conditions of the aforementioned security interest are contained in that certain Security Agreement dated as of March 19, 2008 (the "Agreement"), between the Pledgor and the Bank, as security for the Obligations as set forth in the Agreement and other agreements referred to therein. Nothing contained in this Memorandum of Security Interest in Intellectual Property shall be construed as a present or absolute assignment of any of the collateral nor as limiting any interest which the Bank may have in any other or future collateral described in the Agreement or otherwise.

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IN WITNESS WHEREOF, the undersigned has duly executed this document as of the
19th day of March, 2008.

SIMPLYSHE, INC.,
a Delaware corporation

By: 
Name: Maria Peevey
Title: President

S-1
Memorandum of Security Interest
in Intellectual Property

BN 1787418v3

TRADEMARK
REEL: 003744 FRAME: 0063

EXHIBIT A

INTELLECTUAL PROPERTY

REGISTERED TRADEMARKS AND SERVICE MARKS

<u>Trademark or Service Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
SIMPLYSHE	2423407	January 23, 2001

PENDING TRADEMARKS AND SERVICE MARKS

<u>Trademark or Service Mark</u>	<u>Serial No.</u>	<u>Filing Date</u>
LULU PINK	78-900,552	June 5, 2006
SIMPLYDOGGY	77-404,432	February 22, 2008
SIMPLYDOG	77-404,426	February 22, 2008
SIMPLYPUPPY	77-404,329	February 22, 2008
SIMPLYKITTY	77-403,830	February 22, 2008
SIMPLYCAT	77-403,803	February 22, 2008
SHORTY KAT	77-389,534	February 5, 2008
PHAT DOG LIFE IN THE FAB LANE	77-389,526	February 5, 2008
MINI PINK	77-256,459	August 15, 2007
GET GROOMED NATURALLY GLAMOROUS BEAUTY	77-234,341	July 20, 2007
BIG PAWS	77-234,340	July 20, 2007
MM MAX-A-MILLION	77-234,339	July 20, 2007
SMOOCHIE POOCH STYLISH FASHION SEALED WITH A KISS	77-234,338	July 20, 2007
SIMPLYSINGLE	77-234,337	July 20, 2007
SIMPLYWEE	77-234,333	July 20, 2007
SIMPLYDOG	77-234,328	July 20, 2007
SIMPLYCAT	77-234,191	July 19, 2007
LIFE'S FUR-TASTIC!	77-417,981	March 10, 2008
GOOD FOR THE PLANET, GOOD FOR YOUR PET	77-418,064	March 10, 2008
CUFFIES	77-418,122	March 10, 2008

EXHIBIT B

REGISTERED COPYRIGHTS

Copyright

Registration No.

Registration Date

SimplyDog.

TX0006327088

July 20, 2005