

03-27-2008

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To the Director of the U. S. Patent and Trademark Office, documents or the new address(es) below.

3-28-08

1. Name of conveying party(ies):

Hot Cotton, Inc.

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

Citizenship (see guidelines)

Additional names of conveying parties attached? Yes No

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) 6/28/2007

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

2. Name and address of receiving party(ies)

- Yes
- No

Additional names, addresses, or citizenship attached?

Name: MCG Capital Corporation

Internal Suite 3000

Address:

Street Address: 1100 Wilson Blvd.

City: Arlington

State: Virginia

Country: USA Zip: 22209

- Association Citizenship
- General Partnership Citizenship
- Limited Partnership Citizenship
- Corporation Citizenship Delaware
- 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)

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

A. Trademark Application No.(s)
77277242 (Cotton Studio)
77277951 (Hot Cotton)
77277243 (Marc Wear)

B. Trademark Registration No.(s)

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 G. Rubenstein, Esq.

Internal Address: Suite 3000

Street Address: 1100 Wilson Boulevard

City: Arlington

State: VA Zip: 22209

Phone Number: 703-247-7542

Fax Number: 703-247-7545

Email Address: srubenstein@mcgcapital.com

6. Total number of applications and registrations involved:

3

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 90.00

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

8. Payment Information:

a. Credit Card Last 4 Numbers: 03/27/2008 DAYNE 0000006 77277242
Expiration Date

b. Deposit Account Number: 01 FC:8521

Authorized User Name

9. Signature:

Signature

3-25-08

Date

Dana E. Stern

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 10

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

COPY

SCHEDULE 1

Owner: Hot Cotton, Inc. \$90.00

Application No. 77277242 (Cotton Studio)

Application No. 77277951 (Hot Cotton)

Application No. 77277243 (Marc Wear)

TRADEMARK

REEL: 003748 FRAME: 0401

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Amended and Restated Junior Security Agreement dated as of June 28, 2007 (as the same may be amended, modified, extended or restated from time to time, the "Agreement") by and among the Grantors party thereto (each a "Grantor" and collectively, the "Grantors") and MCG Capital Corporation, in its capacity as administrative agent (in such capacity, the "Administrative Agent") for the holders of the secured obligations identified therein, the undersigned Grantor has granted a continuing security interest in and continuing lien upon the trademarks and trademark applications shown on Schedule 1 hereto to the Administrative Agent for the benefit of the holders of the secured obligations identified therein.

The undersigned Grantor and the Administrative Agent hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

HOT COTTON, INC. (formerly HCBMW Acquisition Corp.),
a Delaware corporation

By: Paul Palmeri

Name: Paul Palmeri

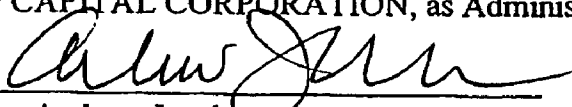
Title: Chief Executive Officer
and Treasurer

Junior IP Notice (Acquireco)

TRADEMARK
REEL: 003748 FRAME: 0403

Acknowledged and Accepted:

MCG CAPITAL CORPORATION, as Administrative Agent

By: 

Name: Andrew Jacobson

Title: Managing Director and Vice President

Junior IP Notice (Acquireco)

TRADEMARK
REEL: 003748 FRAME: 0404

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Owner: Hot Cotton, Inc. \$90.00

Application No. 77277242 (Cotton Studio)

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