

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
RNA Holdings, LLC		03/14/2008	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Plainfield Offshore Holdings X Inc.
Street Address:	55 Railroad Avenue, Plaza Level
Internal Address:	c/o Plainfield Asset Management LLC
City:	Greenwich
State/Country:	CONNECTICUT
Postal Code:	06830
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 13

Property Type	Number	Word Mark
Registration Number:	2615326	NEW RECRUIT
Registration Number:	2345897	PILLOW TALK
Registration Number:	2854472	FAST ASLEEP
Registration Number:	2880122	PEAS & CARROTS
Registration Number:	2884934	LIVE LOVE LOUNGE
Registration Number:	2947273	PAJOHNIES
Registration Number:	1290132	MS. EVE
Registration Number:	1889337	ECO-NATURALS
Registration Number:	1375960	INTIMATE EVE
Registration Number:	1378156	ST. EVE
Registration Number:	1998430	INVISIBLES BY ST. EVE
Serial Number:	78956891	OOPSIE;)
Serial Number:	77020822	UNDER ACHIEVERS

TRADEMARK

CORRESPONDENCE DATA

Fax Number: (860)240-2513
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 860-240-2935
Email: michelle.fournier@bingham.com
Correspondent Name: Michelle Fournier
Address Line 1: One State Street
Address Line 2: Bingham McCutchen LLP
Address Line 4: Hartford, CONNECTICUT 06103

ATTORNEY DOCKET NUMBER:	0000330026
NAME OF SUBMITTER:	Michelle Fournier
Signature:	/Michelle Fournier/
Date:	03/28/2008

Total Attachments: 4
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TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, RNA Holdings, LLC (successor in interest to St. Eve International, Inc.), a limited liability company organized and existing under the laws of Delaware located at 600 North Loop 288, Denton, Texas 76209 (“Assignor”), has adopted, used and is using the marks shown in the attached Schedule A (the “Marks”), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Assignor is obligated to Plainfield Offshore Holdings X Inc. (“Lender”) pursuant to a certain Guarantee and Collateral Agreement, dated March 14, 2008, made by Assignor and the other parties thereto in favor of Lender (as amended, modified, restated or supplemented from time to time, the “Agreement”); and

WHEREAS, pursuant to the Agreement, Assignor is granting to Lender a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby assign unto Lender and grant to Lender a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which assignment and security interest shall secure all the Obligations as defined in the Agreement and in accordance with the terms and provisions thereof.

[Signatures on Next Page.]

Assignor expressly acknowledges and affirms that the rights and remedies of Lender with respect to the assignment and security interest granted hereby are more fully set forth in the Agreement.

Dated:

March 14, 2008

Witnesses:

RNA HOLDINGS, LLC (successor in interest to ST. EVE INTERNATIONAL, INC.)

[Signature]

By: [Signature]

[Signature]

Name: Frederick H. ~~St~~uart, Jr.
Title: Vice President

STATE OF New York)

ss.:

COUNTY OF New York)

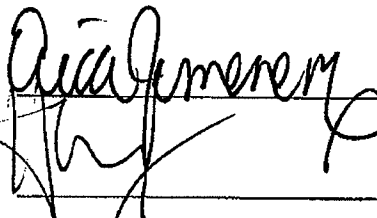
On this 6th day of March, 2008, before me, the undersigned officer, personally came Frederick H. ~~St~~uart, Jr., to me known, who, being by me duly sworn, did depose and say that he is the Vice President of RNA Holdings, LLC, the limited liability company described herein and which executed the foregoing instrument; for the purposes therein contained, by signing the name of the limited liability company by himself as such Vice President and as his and its free act and deed.

IN WITNESS WHEREOF, I hereunto set my hand.


[Signature]
Commissioner of the Superior Court
Notary Public
My Commission Expires: _____

ROBERT J. TAN
NOTARY PUBLIC, State of New York
No. 01TA6063307
Qualified in Nassau County
Commission Expires August 27, 2008

Witnesses:



PLAINFIELD OFFSHORE HOLDINGS X INC.,
as Lender

By: 

Name: Rayan R. Joshi
Title: Authorized Individual

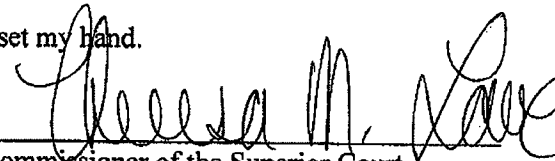
STATE OF CONNECTICUT)

ss.: Greenwich

COUNTY OF FAIRFIELD)

On this 6 day of March, 2008, before me, the undersigned officer, personally came Rayan R. Joshi, to me known, who, being by me duly sworn, did depose and say that he is the Authorized Individual of Plainfield Offshore Holdings X Inc., the corporation described herein and which executed the foregoing instrument; for the purposes therein contained, by signing the name of the corporation by himself as such Authorized Individual and as his and its free act and deed.

IN WITNESS WHEREOF, I hereunto set my hand.



Commissioner of the Superior Court
Notary Public
My Commission Expires: 11/30/2010

[Signature Page to Trademark Assignment of Security]

SCHEDULE A

Schedule A to a Trademark Assignment of Security dated March 14, 2008, by and between RNA Holdings, LLC and Plainfield Offshore Holdings X Inc.

Intellectual Property	Type	Registration No./ Application No.	Renewal Date
NEW RECRUIT	Trademark	2,615,326	09/03/08 – Affidavit of Continued Use
PILLOW TALK	Trademark	2,345,897	04/25/10 - Renewal
FAST ASLEEP	Trademark	2,854,472	06/15/10 – Affidavit of Continued Use
PEAS & CARROTS	Trademark	2,880,122	08/31/10 – Affidavit of Continued Use
LIVE LOVE LOUNGE (and Design)	Trademark	2,884,934	09/14/10 – Affidavit of Continued Use
PAJOHNIES	Trademark	2,947,273	05/10/11 – Affidavit of Continued Use
MS. EVE (stylized)	Trademark	1,290,132	08/14/14 – Renewal
ECO-NATURALS	Trademark	1,889,337	04/11/15 – Renewal
INTIMATE EVE (stylized)	Trademark	1,375,960	12/17/15 – Renewal
ST. EVE (stylized)	Trademark	1,378,156	01/14/16 – Renewal
INVISIBLES BY ST. EVE	Trademark	1,998,430	09/03/16 - Renewal
OOPSIE;)	Trademark Application	78/956,891	
UNDER ACHIEVERS	Trademark Application	77/020,822	