

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Security Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
RNA Holdings, LLC		03/14/2008	LIMITED LIABILITY COMPANY:

RECEIVING PARTY DATA

Name:	The CIT Group/Commercial Services, Inc.
Street Address:	11 West 42nd Street
City:	New York
State/Country:	NEW YORK
Postal Code:	10036
Entity Type:	Financial Institution:

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

OP \$340.00 2615326

CORRESPONDENCE DATA

Fax Number: (866)826-5420
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 3016380511
Email: ipresearchplus@comcast.net
Correspondent Name: IP Research Plus, Inc.
Address Line 1: 21 Tadcaster Circle
Address Line 2: Attn: Penelope J.A. Agodoa
Address Line 4: Waldorf, MARYLAND 20602

ATTORNEY DOCKET NUMBER:	33103
NAME OF SUBMITTER:	Penelope J.A. Agodoa
Signature:	/pja/
Date:	03/31/2008

Total Attachments: 6
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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 The CIT Group/Commercial Services, Inc. (“Agent”) and various other financial institutions (collectively, “Lenders”) pursuant to (i) a certain Amended and Restated Guarantee and Collateral Agreement, dated March ~~12~~, 2008, made by Assignor and the other parties thereto in favor of Agent (as amended, modified, restated or supplemented from time to time, the “Agreement”); and

WHEREAS, pursuant to the Agreement, Assignor is granting to Agent for its benefit and for the ratable benefit of Lenders 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 Agent for its benefit and for the ratable benefit of Lenders and grant to Agent for its benefit and for the ratable benefit of Lenders 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 Agreements and in accordance with the terms and provisions thereof.

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


[Signature Page to Follow]

STATE OF New York)

: ss.:

COUNTY OF New York)

On this 8th day of March, 2008, before me personally came Frederick H. Shuart, 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 in and which executed the foregoing instrument; and that s/he signed her/his name thereto by authorization of said limited liability company.



Notary Public

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

Dated: March 14, 2008

Witness:

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

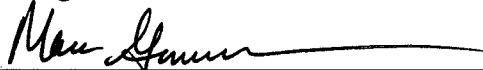
By: _____
Name: Frederick H. Shuart, Jr.
Title: Vice President

Witness:

THE CIT GROUP/COMMERCIAL SERVICES,
INC., as Agent



Kevin J. Costello

By: 
Name: Marc R. Grossman
Title: Vice President

SCHEDULE A

Schedule A to a Trademark Assignment of Security dated March ~~14~~, 2008, by and between RNA Holdings, LLC and The CIT Group/Commercial Services, Inc., as Agent.

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	