

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Goode RAD Holdings, LLC		05/01/2008	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Goode Partners Consumer Fund I, L.P., as Collateral Agent, c/o Goode Partners LLC
Street Address:	767 Third Avenue, 22nd Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10017
Entity Type:	LIMITED PARTNERSHIP: DELAWARE

Name:	Goode RAD Co-Investors, LLC, c/o Goode Partners LLC
Street Address:	767 Third Avenue, 22nd Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10017
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

Name:	Jose Ferreira Jr.
Street Address:	767 Third Avenue, 22nd Floor
Internal Address:	c/o Goode Partners LLC
City:	New York
State/Country:	NEW YORK
Postal Code:	10017
Entity Type:	INDIVIDUAL: UNITED STATES

Name:	GS Private Equity Partners 2000, L.P., c/o Goode Partners LLC
Street Address:	767 Third Avenue, 22nd Floor.
City:	New York

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State/Country:	NEW YORK
Postal Code:	10017
Entity Type:	LIMITED PARTNERSHIP: DELAWARE

Name:	GS Private Equity Partners 2000 - Direct Investment Fund, L.P., c/o Goode Partners LLC
Street Address:	767 Third Avenue, 22nd Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10017
Entity Type:	LIMITED PARTNERSHIP: DELAWARE

Name:	Goode Holdings, LLC, c/o Goode Partners LLC
Street Address:	767 Third Avenue, 22nd Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10017
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

Name:	GS Private Equity Partners 2000 Offshore Holdings, L.P., a Cayman Islands limited partnership, c/o Goode Partners LLC
Street Address:	767 Third Avenue, 22nd Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10017
Entity Type:	LIMITED PARTNERSHIP:

PROPERTY NUMBERS Total: 31

Property Type	Number	Word Mark
Registration Number:	1753006	SHABBY CHIC
Registration Number:	1759914	SHABBY CHIC
Registration Number:	1869597	SHABBY CHIC FURNISHINGS
Registration Number:	1949879	SHABBY CHIC
Registration Number:	2037399	SHABBY CHIC
Registration Number:	2136125	RACHEL ASHWELL DESIGNS
Registration Number:	2153144	SHABBY SHEETS
Registration Number:	2438798	SHABBY CHIC STUDIO
Registration Number:	2330202	SHABBY CHIC BY RACHEL ASHWELL
Registration Number:	2315476	SHABBY CHIC BY RACHEL ASHWELL

Registration Number:	2264912	SHABBY CHIC
Registration Number:	2315707	SHABBY CHIC
Registration Number:	2438933	SHABBY CHIC
Registration Number:	2297906	SHABBY CHIC
Registration Number:	2338304	SHABBY CHIC
Registration Number:	2757921	SHABBY CHIC
Registration Number:	2585081	SHABBY CHIC BABY
Registration Number:	2585082	SHABBY CHIC
Registration Number:	2703186	SHABBY CHIC
Registration Number:	2763467	TREASURES BY RACHEL ASHWELL
Registration Number:	2763507	RA TREASURES BY RACHEL ASHWELL
Registration Number:	2715390	TREASURES BY RACHEL ASHWELL
Registration Number:	2746924	RACHEL ASHWELL
Registration Number:	2967641	RACHEL ASHWELL HOME RA SHABBY CHIC EST. 1989
Registration Number:	2917782	SIMPLY SHABBY CHIC
Registration Number:	2880142	SIMPLY SHABBY CHIC
Registration Number:	2898987	RA
Registration Number:	2876676	RA
Registration Number:	2998803	SIMPLY SHABBY CHIC
Registration Number:	3055992	SSC
Registration Number:	2937566	RACHEL ASHWELL

CORRESPONDENCE DATA

Fax Number: (212)755-7306
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 212-326-3717
Email: nytef@jonesday.com
Correspondent Name: Nancy A. Zoubek, Jones Day
Address Line 1: 222 East 41st Street
Address Line 4: New York, NEW YORK 10017

ATTORNEY DOCKET NUMBER:	20783710003
NAME OF SUBMITTER:	Nancy A. Zoubek
Signature:	/Nancy A. Zoubek/
Date:	05/02/2008

Total Attachments: 8

TRADEMARK
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ASSIGNMENT

May 1, 2008

Reference is hereby made to the Limited Liability Company Agreement of Goode RAD Holdings, LLC, a Delaware limited liability company (the "Company"), dated as of August 26, 2006 (the "LLC Agreement"). Any capitalized term used but not defined herein shall have the meaning ascribed to such term in the LLC Agreement.

In connection with the liquidation and dissolution of the Company, and pursuant to and in accordance with the Plan of Liquidation and Dissolution of the Company, effective as of May 1, 2008, the Company hereby assigns, transfers, conveys and grants to the Members, and each of the Members hereby assumes from the Company, all of the assets and liabilities of the Company pro rata based on the Percentage Interest of each Member, including without limitation, all of the rights and interests of the Company under (i) the Security Agreement, dated as of August 29, 2006, between Rachel Ashwell Designs, Inc. ("RAD") and the Company, (ii) the Intellectual Property Security Agreement, dated as of August 29, 2006, between RAD and the Company, (iii) the Collateral Assignment of Trademarks, dated as of August 29, 2006, between RAD and the Company and (iv) the Collateral Assignment of Copyrights, dated as of August 29, 2006, between RAD and the Company (collectively, the "Security Documents") to the security and lien interests in the RAD trademarks listed on Schedule 1 attached hereto and the RAD copyrights listed on Schedule 2 attached hereto (such trademarks and copyrights, the "Collateral").

Each of the undersigned Members further agrees to appoint Good Partners Consumer Fund I, L.P., as its collateral agent with respect to the Collateral under the Security Documents, and Good Partners Consumer Fund I, L.P. hereby accepts such appointment.

This Assignment has been made under, and will be governed by, and construed and enforced in accordance with, the laws of the State of New York. This Assignment may be executed in any number of counterparts, each of which shall be deemed an original, and all of which shall constitute one and the same instrument. Delivery of a copy of this Assignment bearing an original signature by facsimile transmission or by electronic mail in "portable document format" form shall have the same effect as physical delivery of the paper document bearing the original signature.

**** SIGNATURE PAGE FOLLOWS ****

IN WITNESS WHEREOF, the undersigned has caused this Assignment to be duly executed and delivered as of the date first set forth above

The Company:

GOODE RAD HOLDINGS, LLC

By: GOODE PARTNERS CONSUMER
FUND I, L.P., its Managing Member

By: GOODE INVESTORS I, LLC

By: 
Name: David Oddi
Title: Managing Member

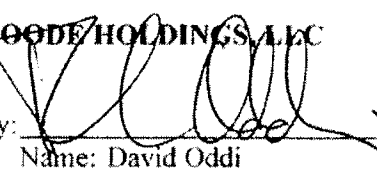
The Members:

**GOODE PARTNERS CONSUMER
FUND I, L.P.**

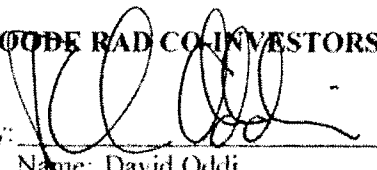
By: GOODE INVESTORS I, LLC

By: 
Name: David Oddi
Title: Managing Member

GOODE HOLDINGS, LLC

By: 
Name: David Oddi
Title: Member

GOODE RAD CO-INVESTORS, LLC

By: 
Name: David Oddi
Title:



Jose Ferreira, Jr.

[SIGNATURE PAGE TO ASSIGNMENT]

**GS PRIVATE EQUITY PARTNERS
2000, L.P.**

By: GS PEP 2000 Advisors, L.L.C., its
General Partner

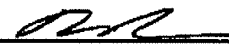
By: GSAM Gen-Par, L.L.C., its Managing
Member

By: 
Name: ~~Jennifer Barbetta~~ Ryan Boucher
Title: Authorized Signatory Authorized Signatory

**GS PRIVATE EQUITY PARTNERS
2000 - DIRECT INVESTMENT FUND,
L.P.**


By: GS PEP 2000 Direct Investment
Advisors, L.L.C., its General Partner

By: GSAM Gen-Par, L.L.C., its Managing
Member

By: 
Name: ~~Jennifer Barbetta~~ Ryan Boucher
Title: Authorized Signatory Authorized Signatory

**GS PRIVATE EQUITY PARTNERS
2000 OFFSHORE HOLDINGS, L.P.**

By: GS PEP 2000 Offshore Holdings
Advisors, Inc., its General Partner

By: 
Name: ~~Jennifer Barbetta~~ Ryan Boucher
Title: Authorized Signatory Authorized Signatory

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Schedule 1

TRADEMARKS

Schedule A

Trademarks

Mark	Nature of Mark	Date Issued or Filed	Registration/ Application No	Jurisdiction	Owner
Shabby Chic	Services	2/16/1993	1,753,006	US	Shabby Chic, Inc.
Shabby Chic	Goods/Cl. 20 and 24	3/23/1993	1,759,914	US	Shabby Chic, Inc.
Shabby Chic Furnishings Logo	Goods/Cl. 20, 24, and 42	12/27/1994	1,869,597	US	Shabby Chic, Inc.
Shabby Chic	Services	1/23/1996	1,949,879	US	Shabby Chic, Inc.
Shabby Chic	Goods	2/11/1997	2,037,399	US	Shabby Chic, Inc.
Rachel Ashwell Designs	Goods/Cl. 20, 24, and 42	2/10/1998	2,136,125	US	Shabby Chic, Inc. by Assignment from Rachel Ashwell
Shabby Sheets	Goods	4/21/1998	2,153,144	US	Shabby Chic, Inc.
Shabby Chic	Goods	7/27/1999	2,264,912	US	Shabby Chic, Inc.
Shabby Chic	Goods	12/7/1999	2,297,906	US	Shabby Chic, Inc.
Shabby Chic by Rachel Ashwell	Goods/Cl. 20, 24, and 35	2/8/2000	2,315,476	US	Shabby Chic, Inc.
Shabby Chic	Goods	2/8/2000	2,315,707	US	Shabby Chic, Inc.
Shabby Chic by Rachel Ashwell	Goods	3/14/2000	2,330,202	US	Shabby Chic, Inc.
Shabby Chic	Services	4/4/2000	2,338,304	US	Shabby Chic, Inc.
Shabby Chic Studio	Goods/Cl. 20, 24, 25, and 35	3/27/2001	2,438,798	US	Shabby Chic, Inc.
Shabby Chic	Goods	3/27/2001	2,438,933	US	Shabby Chic, Inc.
Shabby Chic Baby	Goods/ Int. Cl. 24 and 25	6/25/2002	2,585,081	US	Shabby Chic, Inc.

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Mark	Nature of Mark	Date Issued or Filed	Registration/ Application No	Jurisdiction	Owner
Shabby Chic	Goods	6/25/2002	2,585,082	US	Shabby Chic, Inc.
Shabby Chic	Goods	4/1/2003	2,703,186	US	Shabby Chic, Inc.
Treasures by Rachel Ashwell	Goods	5/13/2003	2,715,390	US	Shabby Chic, Inc.
Rachel Ashwell	Services	8/5/2003	2,746,924	US	Shabby Chic, Inc.
Shabby Chic	Goods	9/2/2003	2,757,921	US	Shabby Chic, Inc.
Treasures by Rachel Ashwell/RA Logo	Goods/Cl. 21 and 24	9/16/2003	2,763,507	US	Shabby Chic, Inc.
Treasures by Rachel Ashwell	Goods	9/16/2003	2,763,467	US	Shabby Chic, Inc.
RA	Goods/Cl. 20 and 21	8/24/2004	2,876,676	US	Shabby Chic, Inc.
Simply Shabby Chic	Goods/Cl. 16, 20, 24, and 27	8/31/2004	2,880,142	US	Shabby Chic, Inc.
Feathered Crown Logo	Goods/Cl. 21	11/2/2004	2,898,987	US	Shabby Chic, Inc.
Simply Shabby Chic	Goods/Cl. 11, 18, 20, and 21	1/11/2005	2,917,782	US	Shabby Chic, Inc.
Rachel Ashwell	Goods/Cl. 3, 11, 16, 18, 20, 21, 25, 27, and 35	4/5/2005	2,937,566	US	Shabby Chic, Inc.
Rachel Ashwell Home, RA, Shabby Chic Logo	Goods/Cl. 3, 11, 16, 18, 20, and 21	11/25/2002	S.N. 76/471,699 (Reg. No. 2967641)	US	Shabby Chic, Inc.
Simply Shabby Chic/Flowers logo (based on intent to use)	Goods/Cl. 11, 16, 18, 20, 21, 24, 25, and 27	3/15/2004	S.N. 76/580,952 (Reg. No. 2998803)	US	Shabby Chic, Inc.
SSC (based on intent to use)	Goods/Cl. 11, 16, 18, 20, 21, 24, 25,	3/15/2004	S.N. 76/580,953 (Reg. No. 3055992)	US	Shabby Chic, Inc.

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Mark	Nature of Mark	Date Issued or Filed	Registrations/ Application No	Jurisdiction	Owner
	and 27				
Shabby Chic	Int. CI 20	June 19, 1992	A580,825	Australia	
Shabby Chic	Int. Class 24	4/7/1995	658,086	Australia	
Shabby Chic	No classes in Canada (comparable to Int. Classes 20 and 24)	5/13/1994	427,233	Canada	
Shabby Chic	No classes in Canada (comprehensive goods/services)	8/12/2004	616,664	Canada	
Rachel Ashwell	No classes in Canada (comprehensive goods/services)	8/7/2002	App. No. 1149080	Canada	
Rachel Ashwell, R.A., Shabby Chic/Feathered Crown Logo	No classes in Canada (comprehensive goods/services)	7/18/2003	App. No. 1183556	Canada	
Simply Shabby Chic Logo	No classes in Canada (comprehensive goods/services)	10/12/2004	App. No. 1233439	Canada	
Simply Shabby Chic	No classes in Canada (comprehensive goods/services)	10/12/2004	App. No. 1233440	Canada	
SSC	No classes in Canada (comprehensive goods/services)	10/12/2004	App. No. 1233438	Canada	
Shabby Chic	Int. Class 20	12/25/2001	App. No. 3050933	Peoples Republic of China	
Shabby Chic	Int. Class 24	12/25/2001	App. No.	Peoples	

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Mark	Nature of Mark	Date Issued or Filed	Registration/ Application No	Jurisdiction	Owner
			3050932	Republic of China	
Shabby Chic	Int. Classes 20, 24, 35, 42	10/24/2000	Reg. No. 882,035	CTM (European Union)	
Rachel Ashwell	Int. Classes 20, 21, 24 & 35	10/20/2003	Reg. No. 2797157	CTM (European Union)	
Rachel Ashwell, RA, Shabby Chic/Feathered Crown Logo	Int. Classes 20, 21, 24, 35 & 41	6/17/2003	App. No. 3,229,473	CTM (European Union)	
Shabby Chic	Int. Classes 11, 16, 18, 21, 25 & 27	3/31/2004	App. No. 3,734,531	CTM (European Union)	
Shabby Chic	Int. Class 20	5/19/2005	UK001513461	UK	Shabby Chic, Inc.
Shabby Chic	Int. Classes 16, 20, and 24	8/7/1992	Reg. No. 92,430,087	France	
Shabby Chic by Rachel Ashwell	Int. Classes 20 and 24	12/21/2004	App. No. 300341621	Hong Kong	
Shabby Chic	Int. Class 24	1/18/2002	Reg. No. 526156	Indonesia	
Shabby Chic	Int. Classes 20 and 24	4/21/1995	Reg. No. 649,199	Italy	
Shabby Chic	Int. Class 20	3/31/1995	Reg. No. 3,031,625	Japan	
Shabby Chic	Int. Class 24	7/17/1998	Reg. No. 4,168,737	Japan	
Shabby Chic	Int. Class 20	1/22/1993	Reg. No. 429,817	Mexico	
Shabby Chic	Int. Class 20	2/2/1996	Reg. No. 245810	New Zealand	

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