

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
Charm and Luck LLC		06/30/2008	LIMITED LIABILITY COMPANY: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Capstone Business Credit, LLC		
Street Address:	1350 Avenue of the Americas, 24th Floor		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10019		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	3205784	CHARM AND LUCK	
Registration Number:	3339525	CHARM AND LUCK WORKING HARD TO MAKE YOU CUTER	
CORRESPONDENCE DATA			
Fax Number:	(949)720-0182		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	949-224-6282		
Email:	trademark@buchalter.com		
Correspondent Name:	Sandra Thompson		
Address Line 1:	18400 Von Karman Ave., Ste. 800		
Address Line 4:	Irvine, CALIFORNIA 92612		
ATTORNEY DOCKET NUMBER:	C1310-0025		
NAME OF SUBMITTER:	Sandra P. Thompson		
Signature:	/Sandra P. Thompson/		

CH 3205784 \$65.00

Date:

07/18/2008

Total Attachments: 4

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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):

Charm and Luck LLC

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

Citizenship (see guidelines) USA

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Capstone Business Credit, LLC

Internal Address: _____

Street Address: 1350 Avenue of the Americas, 24th Floor

City: New York

State: NY

Country: USA Zip: 10019

- Association Citizenship _____
 General Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation Citizenship _____
 Other LLC Citizenship USA

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) June 30, 2008

- 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)

B. Trademark Registration No.(s)

3205784 3339525

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 Thompson

Internal Address: _____

Street Address: Buchalter Nemer
18400 Von Karman Ave., Suite 800

City: Irvine

State: California Zip: 92612

Phone Number: 949-224-6282

Fax Number: 949-720-0182

Email Address: trademark@buchalter.com

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 65.00

- 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/

July 18, 2008

Signature

Date

Sandra P. Thompson

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

4

Name of Person Signing

**MEMORANDUM OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY**

CHARM AND LUCK LLC, a California limited liability company, whose address is 135 West Walnut Street, Gardena, California 90248 (the "Assignor") hereby acknowledges that it has granted to **CAPSTONE BUSINESS CREDIT, LLC**, a Delaware limited liability company, whose address is 1350 Avenue of the Americas, 24th Floor, New York, New York 10019 (the "Assignee"), a security interest in and to all of the Assignor'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 Assignor (the "Trademarks"), together with the goodwill and assets of the business; to which such Trademarks are appurtenant and all actions for infringement concerning the foregoing.

The terms and conditions of the aforementioned security interest are contained in that certain First Amended and Restated Discount Factoring Agreement dated as of February 1, 2008 (the "Agreement"), between the Assignor and Assignee, 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 Assignee 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 30th day of June, 2008.

CHARM AND LUCK LLC,
a California limited liability company

By: **CAPSTONE BUSINESS CREDIT, LLC,**
a Delaware limited liability company,
Attorney-in-Fact

By: 
Name: John R. Rice, III
Title: Managing Member

S-1
Memorandum of Security Interest
in Intellectual Property

EXHIBIT A

INTELLECTUAL PROPERTY

REGISTERED TRADEMARKS AND SERVICE MARKS

<u>Trademark or Service Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
CHARM AND LUCK	3,205,784	February 6, 1007
CHARM AND LUCK WORKING HARD TO MAKE YOU CUTER	3,339,525	November 20, 2007

PENDING TRADEMARKS AND SERVICE MARKS

<u>Trademark or Service Mark</u>	<u>Serial No.</u>	<u>Filing Date</u>
NONE		