

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

|                       |                            |
|-----------------------|----------------------------|
| SUBMISSION TYPE:      | NEW ASSIGNMENT             |
| NATURE OF CONVEYANCE: | Grant of Security Interest |

**CONVEYING PARTY DATA**

| Name                           | Formerly | Execution Date | Entity Type           |
|--------------------------------|----------|----------------|-----------------------|
| Henry Doneger Associates, Inc. |          | 07/15/2008     | CORPORATION: NEW YORK |

**RECEIVING PARTY DATA**

|                 |                             |
|-----------------|-----------------------------|
| Name:           | Bank of America, NA         |
| Street Address: | 1185 Avenue of the Americas |
| City:           | New York                    |
| State/Country:  | NEW YORK                    |
| Postal Code:    | 10036                       |
| Entity Type:    | Association:                |

**PROPERTY NUMBERS Total: 10**

| Property Type        | Number   | Word Mark           |
|----------------------|----------|---------------------|
| Registration Number: | 1223376  | HERE & THERE        |
| Registration Number: | 1328584  | THE COLOR CUBICLE   |
| Registration Number: | 1309134  | REPERTOIRE          |
| Registration Number: | 1738874  | D3                  |
| Registration Number: | 1962077  | HDA INTERNATIONAL   |
| Registration Number: | 2289236  | DONEGER ONLINE      |
| Registration Number: | 2685372  | DONEGER MARKETPLACE |
| Registration Number: | 3346585  | TOBE NEXT           |
| Registration Number: | 3248820  | TOBE REPORT         |
| Serial Number:       | 76690207 | THE DONEGER GROUP   |

**CORRESPONDENCE DATA**

Fax Number: (866)826-5420  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 3016380511

OP \$265.00 1223376

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:

651638-005

NAME OF SUBMITTER:

Penelope J.A. Agodoa

Signature:

/pja/

Date:

07/20/2008

Total Attachments: 5

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**GRANT OF SECURITY INTEREST (TRADEMARKS)**

The undersigned, **HENRY DONEGER ASSOCIATES, INC.**, a New York corporation (the "*Grantor*"), is obligated to **BANK OF AMERICA, N. A.** (the "*Secured Party*") under the Credit Agreement, dated as of July 15, 2008 (as amended, restated, supplemented or otherwise modified from time to time, the "*Credit Agreement*"), by and among the Grantor, and the Secured Party, and pursuant to which the Grantor has entered into the Security Agreement, dated as of July 15, 2008 (as amended, restated, supplemented or otherwise modified from time to time, the "*Security Agreement*"), by and between the Grantor, the affiliates of the Grantor from time to time party thereto and the Secured Party.

Pursuant to the Security Agreement, the Grantor has granted to the Secured Party a security interest in and to all of the present and future right, title and interest of the Grantor in and to the trademarks listed on Schedule 1, which trademarks are registered in the United States Patent and Trademark Office (the "*Trademarks*"), together with the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof (the "*Collateral*"), to secure the prompt payment, performance and observance of the Obligations (as defined in the Security Agreement).

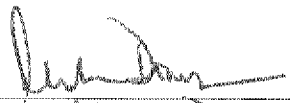
For good and valuable consideration, the receipt of which is hereby acknowledged, and for the purpose of recording the grant of the security interest as aforesaid, the Grantor does hereby further grant to the Secured Party a security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations (as defined in the Security Agreement).

The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Secured Party with respect to the security interest in the Collateral made and granted hereby are set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

The Secured Party's address is: 1185 Avenue of the Americas, New York, New York 10036.

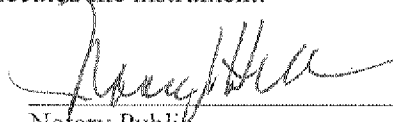
**IN WITNESS WHEREOF**, the Grantor has caused this Grant of Security Interest (Trademarks) to be duly executed by its duly authorized officer as of the 15<sup>th</sup> day of July 2008.

**HENRY DONEGER ASSOCIATES, INC.**

By:   
Name: Abraham Doniger  
Title: President

STATE OF NEW YORK        )  
  ) ss.:  
COUNTY OF New York        )

On the 15<sup>th</sup> day of July in the year 2008 before me, the undersigned, personally appeared Abraham Decker, personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signature(s) on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument.

  
\_\_\_\_\_  
Notary Public

NANCY M. HULL  
NOTARY PUBLIC, State of New York  
No. 4839833  
Qualified in Nassau County  
Commission Expires May 31, 2011

My Commission Expires:  
  
\_\_\_\_\_

Schedule I  
to  
Grant of Security Interest (Trademarks)  
by Henry Doneger Associates, Inc.  
Dated as of July 15, 2008

| <u>MARK</u>               | <u>SERIAL NO.</u> | <u>REGISTRATION NO.</u> | <u>REGISTRATION DATE</u> |
|---------------------------|-------------------|-------------------------|--------------------------|
| HERE & THERE (and Design) | 73/291923         | 1223376                 | January 11, 1983         |
| THE COLOR CUBICLE         | 73/397596         | 1328384                 | April 2, 1985            |
| REPERTOIRE (and Design)   | 73/460257         | 1309134                 | December 11, 1984        |
| D3                        | 74/217245         | 1738874                 | December 8, 1992         |
| HDA INTERNATIONAL         | 74/674490         | 1962077                 | Renewal Pending          |
| DONEGER ONLINE            | 75/226302         | 2289236                 | October 26, 1999         |
| DONEGER MARKETPLACE       | 76/176388         | 2685372                 | February 11, 2003        |
| TOBE NEXT                 | 76/654542         | 3346585                 | December 4, 2007         |
| TOBE REPORT               | 76/654834         | 3248820                 | June 5, 2007             |

| <u>MARK APPLICATION</u> | <u>SERIAL NO.</u> | <u>REGISTRATION NO.</u> | <u>FILING DATE</u> |
|-------------------------|-------------------|-------------------------|--------------------|
| THE DONEGER GROUP       | 76/690207         |                         | June 2, 2008       |