FORM PTO-1594
1-31-92

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Tab settings ⇒ ⇒ ⇒

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
REDCATS USA, L.P.
463 Seventh Avenue
New York, NY 10018

☐ Individual(s) ☐ Association
☐ General Partnership ☒ Limited Partnership
☐ Corporation-State:
☐ Other

Additional name(s) of conveying party(ies) attached? ☐ Yes ☒ No

2. Name and address of receiving party(ies):
Name: Bank of America, N.A.
Internal Address:
Street Address: 335 Madison Avenue
City: New York State: NY ZIP: 10017

☐ Individual(s) citizenship
☐ Association
☐ General Partnership
☐ Limited Partnership
☐ Corporation-State
☒ Other National Association

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)
Additional Name(s) & address(es) attached? ☐ Yes ☐ No

3. Nature of conveyances:
☐ Assignment ☐ Merger
☒ Security Agreement ☐ Change of Name
☐ Other

Execution Date: August 29, 2008

4. Application Number(s) or registration number(s):
A. Trademark Application.(s)
SEE ATTACHED SCHEDULE A

B. Trademark registration No.(s)
SEE ATTACHED SCHEDULE A

Additional numbers attached? ☒ Yes ☐ No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: CT Lien Solutions
Internal Address:
Street Address: 187 Wolf Rd
Ste 101
City: Albany State: NY ZIP: 12205

6. Total number of applications and registrations involved: 23

7. Total fee (37 CFR 3.41): $ 590.00
☒ Charge to Credit Card
Last 4 Digits 5683
Exp Date 11/09
☐ Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

OP $590.00 77414783

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document

Graig Solow, Esq.		09/03/08
Name of Person Signing	Signature	Date

Total number of pages including coversheet, attachments and document: 5

Mail documents to be recorded with required coversheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

700383272

SCHEDULE A

Schedule A to a Trademark Assignment of Security dated August 29, 2008, by and between Redcats USA, L.P. and Bank of America, N.A., as Agent.

Mark	Filing Date/Registration Date	Serial Number / Registration Number
BCO	08/29/06 – 06/26/07	78962834 / 3256476
Roaman's	08/28/06 – 05/15/07	78961870 / 3242534
We've Got It!	03/06/08	77414783
Easy Enhancer	02/25/08	77404906
Can A Website Change Your World?	05/07/07	77174268
Woman Within 365	03/30/07	77144636
V-Mail Exclusive	06/10/08	77494871
Your Shopping Partner	01/04/08	77364229
Secret Solutions By Comfort Choice	01/09/08	77367608
OSP	10/27/06	77031229
Woman Within We've Got It!	02/02/07	77097570
Brylanehome Rewards	05/24/07 – 03/25/08	77189661 / 3402828
OneStopPlus.Com Rewards	05/24/07 – 03/25/08	77189568 / 3402827
Kingsize Rewards	05/09/07 – 03/25/08	77176195 / 3402821
Fit 4 U	11/07/07	77323324
Convenience Is King	10/08/07	77298304
Weatherwise	07/12/07	77228266
Your Style, Your Size	07/19/07 – 03/11/08	77233866 / 3394710
Casual Is King	07/19/07	77233541
Quality Is King	07/19/07	77233505
Convertible 5 By Intimate Promise	01/15/07	77083174
Liberty Blues Goldstar	12/18/06	77066353
Woman with Flower Design	09/27/07 – 05/27/08	77290361 / 3435579

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, REDCATS USA, L.P., formerly known as Brylane, L.P., a limited partnership formed under the laws of Delaware, located at 463 Seventh Avenue, New York, New York 10018, ("Borrower"), 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, Borrower is obligated to Bank of America, N.A. ("B of A") and various other financial institutions (collectively, "Lenders") and B of A as agent for Lenders ("Agent") pursuant to (i) a certain Second Amended and Restated Credit Agreement, dated the date hereof, among Agent, Lenders, Borrower and the other credit parties named therein, (ii) a certain Amended and Restated Security Agreement, dated the date hereof, among Agent, Borrower and the other credit parties named therein and (iii) a certain Trademark Collateral Security Agreement, dated as of December 10, 2003, made by Borrower in favor of Agent (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, Borrower 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, Borrower 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.

[Remainder of Page Intentionally Left Blank; Signature Page to Follow]

Borrower 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.

Dated: August 21, 2008

Witness:

_____

REDCATS USA, L.P.

By: _____
Name: Eric Courteille
Title: Treasurer and Secretary

Witness:

_____

BANK OF AMERICA, N.A., as Agent

By: _____
Name: Edmundo Kahn
Title: Vice President

Borrower 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.

Dated: August 21, 2008

Witness:

_____

REDCATS USA, L.P.

By:_____
Name: Eric Courteille
Title: Treasurer and Secretary

Witness:

Patricia Dithegoni

BANK OF AMERICA, N.A., as Agent

By:_____
Name Edmundo Kahn
Title: Vice President

Signature page to Redcats Trademark Assignment of Security - 1486525