

**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)/Execution Date(s):
Members Only Licensing Group, LLC

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other: limited liability company

Citizenship (see guidelines) New York
Execution Date(s) 3/3/2009
Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies) Yes
Additional names, addresses, or citizenship attached? No
Name: Israel Discount Bank of New York, IDB Factors Division

Internal Address: _____
Street Address: 511 Fifth Avenue
City: New York
State: New York
Country: USA Zip: 10017

Association Citizenship _____
 General Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation Citizenship _____
 Other Bank Citizenship New York

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:

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) SEE SCHEDULE A ANNEXED HERETO

B. Trademark Registration No.(s) SEE SCHEDULE A ANNEXED HERETO
Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown) SEE SCHEDULE A ANNEXED HERETO

5. Name address of party to whom correspondence concerning document should be mailed:
Name: Susan O'Brien

Internal Address: CT Lien Solutions
Street Address: 187 Wolf Road - Suite 101
City: Albany
State: New York Zip: 12205
Phone Number: 800-342-3676
Fax Number: 800-962-7049
Email Address: cls-udsalbany@wolterskluwer.com

6. Total number of applications and registrations involved: 8

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$215.00
 Authorized to be charged by credit card
 Authorized to be charged to deposit account
 Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers 5683
Expiration Date 11/09

b. Deposit Account Number _____
Authorized User Name: _____

9. Signature: [Signature] March 4, 2009
Signature Date

Evan A. Pilchik
Name of Person Signing

Total number of pages including cover sheet, attachments, and document. 8

Documents to be recorded (including cover sheet) should be faxed to (703) 306-6995, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

OP \$215.00 77442520

SCHEDULE A
TO RECORDATION FORM COVER SHEET - TRADEMARKS ONLY

Registered Trademarks

<u>Registration Number</u>	<u>Word Mark</u>	<u>Issue Date</u>
1086489	MEMBERS ONLY	February 28, 1978
1376674		December 31, 1985

Pending Applications

<u>Serial Number</u>	<u>Word Mark</u>	<u>Filing Date</u>
77442520	LIQUID LEATHER BY MEMBERS ONLY	April 8, 2008
77442512	M.O. JEANS BY MEMBERS ONLY	April 8, 2008
77442504	M.O. BY MEMBERS ONLY	April 8, 2008
77576699	MEMBERS ONLY	September 23, 2008
77231234	MEMBERS ONLY	July 27, 2007
77545424	LIQUID LEATHER LEGGINGS BY MEMBERS ONLY	August 12, 2008

TRADEMARK GRANT OF SECURITY

WHEREAS, MEMBERS ONLY LICENSING GROUP, LLC, a limited liability company formed under the laws of New York, located at 205 West 39th Street, New York, New York 10018 ("Company"), 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, Company is obligated to ISRAEL DISCOUNT BANK OF NEW YORK, IDB FACTORS DIVISION ("Factor") pursuant to a certain Trademark Collateral Security Agreement, dated March 3, 2009 by Company in favor of Factor (as each may be amended, modified, restated or supplemented from time to time collectively, the "Agreement"); and

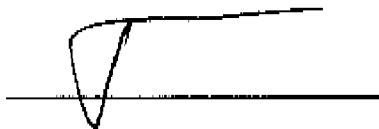
WHEREAS, pursuant to the Agreement, Company is granting to Factor a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Company does hereby grant to Factor 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 security interest shall secure all the Obligations as defined in the Agreement and in accordance with the terms and provisions thereof.

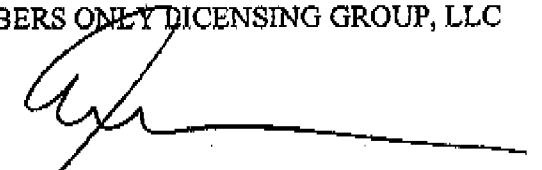
Company expressly acknowledges and affirms that the rights and remedies of Lender with respect to the security interest granted hereby are more fully set forth in the Agreement.

Dated: New York, New York
March 3, 2009

Witness:



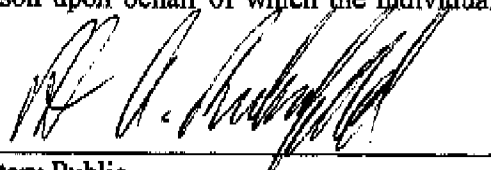
MEMBERS ONLY LICENSING GROUP, LLC

By: 
Name: _____
Title: _____

[SIGNATURES CONTINUED ON NEXT PAGE]

STATE OF NEW YORK)
)ss:
COUNTY OF NEW YORK)

On the 3rd day of March, 2009, before me, the undersigned, a notary public in and for said state, personally appeared Arnold Simon, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her capacity, and that by her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.



Notary Public
My Commission Expires:

ROBERT A. RUBINFELD
Notary Public, State of New York
No. 02RU4628020
Qualified in Westchester County
Certificate Filed in New York County
Commission Expires March 30, 2010

SCHEDULE A

To Trademark Grant of Security
Members Only Licensing Group, LLC to
Israel Discount Bank of New York, IDB Factors Division

Registered Trademarks in and Pending Applications before the
United States Patent and Trademark Office

Registered Trademarks.

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