

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
GOLDSMITH LLC		08/16/2001	LIMITED LIABILITY COMPANY: NEW YORK
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	FIFTH THIRD BANK (Chicago)		
<b>Street Address:</b>	233 South Wacker Drive		
<b>City:</b>	Chicago		
<b>State/Country:</b>	ILLINOIS		
<b>Postal Code:</b>	60606		
<b>Entity Type:</b>	Banking Corporation: MICHIGAN		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	3203594	GOLDSMITH	
Registration Number:	3203595	G	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(214)661-4691		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	214.953.6691		
<b>Email:</b>	b.k.drinkwater@bakerbotts.com		
<b>Correspondent Name:</b>	B.K. Drinkwater, c/o Baker Botts L.L.P.		
<b>Address Line 1:</b>	2001 Ross Avenue, Suite 600		
<b>Address Line 4:</b>	Dallas, TEXAS 75201		
<b>ATTORNEY DOCKET NUMBER:</b>	079670.0102		
<b>NAME OF SUBMITTER:</b>	B. K. Drinkwater		
<b>Signature:</b>	/B. K. Drinkwater/		

**CH \$65.00 3203594**

Date:

04/30/2009

**Total Attachments: 7**

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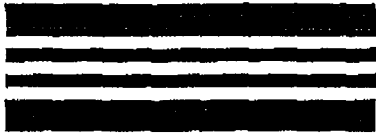
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UCC FINANCING STATEMENT

FOLLOW INSTR

Return To:

A. NAME & PHO

LEXIS Document Services  
41 State St, Suite 608  
Albany, NY 12207  
Phone: (518) 432-3278

B. SEND ACKNK



6010916-2

(FM NY) - ("ALB")

Debtor: GOLDSMITH LLC  
Juris: Department of State, NY

LDS - 50

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - Insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME  
GOLDSMITH LLC

OR 1b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

1c. MAILING ADDRESS 10-09 43rd AVENUE CITY LONG ISLAND CITY STATE NY POSTAL CODE 11101 COUNTRY USA

1d. TAX ID #: SSN OR EIN 52-2331562 ADD'L INFO RE ORGANIZATION DEBTOR 1e. TYPE OF ORGANIZATION LLC 1f. JURISDICTION OF ORGANIZATION New York 1g. ORGANIZATIONAL ID #, if any NONE

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - Insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME

OR 2b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

2c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

2d. TAX ID #: SSN OR EIN ADD'L INFO RE ORGANIZATION DEBTOR 2e. TYPE OF ORGANIZATION 2f. JURISDICTION OF ORGANIZATION 2g. ORGANIZATIONAL ID #, if any NONE

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - Insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME  
FIFTH THIRD BANK (CHICAGO)

OR 3b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

3c. MAILING ADDRESS 233 SOUTH WACKER DRIVE CITY CHICAGO STATE IL POSTAL CODE 60606 COUNTRY USA

4. This FINANCING STATEMENT covers the following collateral:

All assets of the Debtor, including, without limitation, all of the Debtor's right, title and interest in and to the collateral as described on the attached Exhibit A, whether now owned or existing or hereafter owned, arising or acquired, and wheresoever located.

5. ALTERNATIVE DESIGNATION (if applicable): LESSEE/LESSOR CONSIGNEE/CONSIGNOR BAILEE/BAILOR SELLER/BUYER AG. LIEN NON-UCC FILING  
6. This FINANCING STATEMENT is to be filed (or record) (or recorded) in the REAL ESTATE RECORDS. Attach Addendum (if applicable) 7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (optional) All Debtors Debtor 1 Debtor 2  
8. OPTIONAL FILER REFERENCE DATA

3 Pgs

FILING OFFICE COPY — NATIONAL UCC FINANCING STATEMENT (FORM UCC1) (REV. 07/29/98)  
NATUCC1 - 5/4/01 CT System Online

FILING NUMBER: 154397 FILING DATE: 08/16/2001

TRADEMARK  
REEL: 003980 FRAME: 0644

EXHIBIT A TO UCC-1 FINANCING STATEMENT

Debtor:  
GOLDSMITH LLC  
10-09 43<sup>rd</sup> Avenue  
Long Island City, New York 11101

671622  
Secured Party:  
FIFTH THIRD BANK (Chicago)  
233 South Wacker Drive  
Chicago, Illinois 60606

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Debtor's Federal Tax Identification Number: 52-2331562

Collateral Description

All assets of the Debtor, including, without limitation, all of the Debtor's right, title and interest in and to the following property and interests in property, whether now owned or existing or hereafter owned, arising or acquired, and wheresoever located: (a) all of the personal property of the Debtor, all of Debtor's Accounts, contract rights, General Intangibles, tax refunds, chattel paper, instruments, notes, letters of credit, bills of lading, warehouse receipts, shipping documents, documents and documents of title, and all of the Debtor's Tangible Chattel Paper, Documents, Electronic Chattel Paper, Letter-of-Credit Rights, Software, Supporting Obligations, Payment Intangibles, and Goods (each as defined in the Code), and all of the "Assets" (as defined in the Acquisition Agreement) acquired by the Debtor; (b) all of the Debtor's Inventory, motor vehicles, and Equipment; (c) all of Debtor's Deposit Accounts and other deposit accounts (general or special) with, and credits and other claims against, the Secured Party, or any other financial institution with which the Debtor maintains deposits; (d) all of the Debtor's monies, and any and all other property and interests in property of the Debtor, including, without limitation, Investment Property, Instruments, Security Entitlements, Uncertificated Securities, Certificated Securities, Financial Assets, Chattel Paper and Documents (each as defined in the Code), now or hereafter coming into the actual possession, custody or control of the Secured Party or any agent or affiliate of the Secured Party in any way or for any purpose (whether for safekeeping, deposit, custody, pledge, transmission, collection or otherwise), and, independent of and in addition to the Secured Party's rights of setoff (which the Debtor acknowledges), the balance of any account or any amount that may be owing from time to time by the Secured Party to the Debtor; (e) all insurance proceeds of or relating to any of the foregoing property and interests in property, and all insurance proceeds relating to the key-man life insurance policy covering the life of any officer or employee of Debtor and collaterally assigned to the Secured Party or naming the Secured Party as beneficiary thereof); (f) all proceeds and profits derived from the operation of the Debtor's business; (g) all of the Debtor's books and records, computer printouts, manuals and correspondence relating to any of the foregoing and to the Debtor's business; and (h) all accessions, improvements and additions to, substitutions for, and replacements, products, profits and proceeds of any of the foregoing.

As used herein, the following terms have the following meanings:

"Account Debtor" means the person or entity that is obligated on or under an Account.

"Accounts" means "accounts" as defined in the Code, including, without limitation, all present and future accounts receivable and other rights of the Debtor to payment for goods sold or leased or for services rendered, which are not evidenced by instruments or chattel paper, and whether or not they have been earned by performance.

"Acquisition Agreement" means that certain asset purchase agreement among the Debtor, Goldsmith Incorporated, a New York corporation, and certain other parties thereto.

"Code" means Revised Article 9 of the Uniform Commercial Code, in substantially the form approved in 1998 by the American Law Institute and the National Conference of Commissioners on Uniform State Law and as adopted in the State of Illinois.

"Deposit Accounts" means any deposit, securities, operating, lockbox or cash collateral account, together with any funds, instruments or other items credited to any such account from time to time, and all interest earned thereon.

"Equipment" means "equipment" as defined in the Code, including, without limitation, any and all of the Debtor's machinery, equipment, vehicles, fixtures, furniture, computers, appliances, tools, and other tangible personal property (other than Inventory), whether located on the Debtor's premises or located elsewhere, together with any and all accessions, parts and appurtenances thereto, whether presently owned or hereafter acquired by the Debtor.

"General Intangibles" means any and all general intangibles, choses in action, causes of action, rights to the payment of money (other than Accounts), and all other intangible personal property of the Debtor of every kind and nature wherever located and whether currently owned or hereafter acquired by the Debtor (other than Accounts), including, without limitation, corporate or other business records, inventions, designs, patents, patent applications, service marks, service mark applications, trademark applications, brand names, tradenames, trademarks and all goodwill symbolized thereby and relating thereto, tradestyles, trade secrets, registrations, computer software, advertising materials, distributions on certificated and uncertificated securities, investment property, securities entitlements, goodwill, operational manuals, product formulas for industrial processes, blueprints, drawings, copyrights, copyright applications, rights and benefits under contracts, licenses, license agreements, permits, approvals, authorizations which are associated with the operation of the Debtor's business and granted by any Person, franchises, customer lists, deposit accounts, tax refunds, tax refund claims, and any letters of credit, guarantee claims, security interests or other security held by or granted to the Debtor to secure payment by an Account Debtor of any of Debtor's Accounts, and, to the maximum extent permitted by applicable law, any recoveries or amounts received in connection with any litigation or settlement of any litigation.

"Inventory" means any and all inventory and goods of the Debtor, wheresoever located, whether now owned or hereafter acquired by the Debtor, which are held for sale or lease, furnished under any contract of service or held as raw materials, work-in-process or supplies, and

all materials used or consumed in the Debtor's business, and shall include such property the sale or other disposition of which has given rise to Accounts and which has been returned to or repossessed or stopped in transit by the Debtor.

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UCC FINANCING STATEMENT AMENDMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER (optional)

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B. SEND ACKNOWLEDGMENT TO: (Name and Address)

Duane Morris LLP  
 227 W. Monroe St., Ste. 3400  
 Chicago, IL 60606, USA

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1a. INITIAL FINANCING STATEMENT FILE # 154397 Filedate: 16-AUG-01

1b. This FINANCING STATEMENT AMENDMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS.

2.  TERMINATION: Effectiveness of the Financing Statement identified above is terminated with respect to security interest(s) of the Secured Party authorizing this Termination Statement.

3.  CONTINUATION: Effectiveness of the Financing Statement identified above with respect to security interest(s) of the Secured Party authorizing this Continuation Statement is continued for the additional period provided by applicable law.

4.  ASSIGNMENT (full or partial): Give name of assignee in item 7a or 7b and address of assignee in item 7c and also give name of assignor in item 9.

5. AMENDMENT (PARTY INFORMATION): This Amendment affects  Debtor or  Secured Party of record. Check only one of these two boxes.

Also check one of the following three boxes and provide appropriate information in items 6 and/or 7.

CHANGE name and/or address: Give current record name in item 6a or 6b; also give new name (if name change) in item 7a or 7b and/or new address (if address change) in item 7c.  DELETE name: Give record name to be deleted in item 6a or 6b.  ADD name: Complete item 7a or 7b, and also item 7c, also complete items 7d-7g (if applicable).

6. CURRENT RECORD INFORMATION:

6a. ORGANIZATION'S NAME

OR

6b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
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7. CHANGED (NEW) OR ADDED INFORMATION:

7a. ORGANIZATION'S NAME

OR

7b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
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7c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
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ADDL INFO RE ORGANIZATION DEBTOR	7e. TYPE OF ORGANIZATION	7f. JURISDICTION OF ORGANIZATION
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8. AMENDMENT (COLLATERAL CHANGE): check only one box.

Describe collateral  deleted or  added, or give entire  restated collateral description, or describe collateral  assigned.

9. NAME OF SECURED PARTY OF RECORD AUTHORIZING THIS AMENDMENT (name of assignor, if this is an Assignment). If this is an Amendment authorized by a Debtor which adds collateral or adds the authorizing Debtor, or if this is a Termination authorized by a Debtor, check here  and enter name of DEBTOR authorizing this Amendment.

9a. ORGANIZATION'S NAME FIFTH THIRD BANK (CHICAGO)

OR

9b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
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10. OPTIONAL FILER REFERENCE DATA D6410-00004

UCC FINANCING STATEMENT AMENDMENT

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FOLLOW INSTRUCTIONS (front and back) CAREFULLY

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DRAW DOWN

A. NAME & PHONE OF CONTACT AT FILER [optional]

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

CSC Corporation Service Company  
801 Adlai Stevenson Drive  
Springfield, IL 62703-4261

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1a. INITIAL FINANCING STATEMENT FILE # **154397**

1b. This FINANCING STATEMENT AMENDMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS.

Filed 08/16/01

2. TERMINATION: Effectiveness of the Financing Statement identified above is terminated with respect to security interest(s) of the Secured Party authorizing this Termination Statement.

3. CONTINUATION: Effectiveness of the Financing Statement identified above with respect to security interest(s) of the Secured Party authorizing this Continuation Statement is continued for the additional period provided by applicable law.

4. ASSIGNMENT (full or partial): Give name of assignee in item 7a or 7b and address of assignee in item 7c; and also give name of assignor in item 9.

5. AMENDMENT (PARTY INFORMATION): This Amendment affects  Debtor or  Secured Party of record. Check only one of these two boxes. Also check one of the following three boxes and provide appropriate information in items 6 and/or 7.

CHANGE name and/or address: Please refer to the detailed instructions in regards to changing the name/address of a party.  DELETE name: Give record name to be deleted in item 8a or 8b.  ADD name: Complete item 7a or 7b, and also item 7c; also complete items 7e-7g (if applicable).

6. CURRENT RECORD INFORMATION:

6a. ORGANIZATION'S NAME

OR **FIFTH THIRD BANK (CHICAGO)**

6b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

7. CHANGED (NEW) OR ADDED INFORMATION:

7a. ORGANIZATION'S NAME

OR 7b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

7c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

**222 SOUTH RIVERSIDE PLAZA, 33RD FL. CHICAGO IL 60606**

ADDL INFO RE ORGANIZATION 7e. TYPE OF ORGANIZATION 7f. JURISDICTION OF ORGANIZATION

8. AMENDMENT (COLLATERAL CHANGE): check only one box.

Describe collateral  deleted or  added, or give entire  restated collateral description, or describe collateral  assigned.

9. NAME OF SECURED PARTY OF RECORD AUTHORIZING THIS AMENDMENT (name of assignor, if this is an Assignment). If this is an Amendment authorized by a Debtor which adds collateral or adds the authorizing Debtor, or if this is a Termination authorized by a Debtor, check here  and enter name of DEBTOR authorizing this Amendment.

9a. ORGANIZATION'S NAME

OR **FIFTH THIRD BANK (CHICAGO)**

9b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

10. OPTIONAL FILER REFERENCE DATA

**NEW YORK DEPARTMENT OF STATE (Goldsmith LLC) 333455-003, SAE**



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2006 Aug 04 AM11:34

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER (optional)

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

UCC Direct Services  
2727 Allen Parkway  
Houston, TX 77019, USA  
nyack@uccdirect.com

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME Goldsmith, LLC

OR 1b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

1c. MAILING ADDRESS 10-09 43rd Ave CITY Long Island City STATE NY POSTAL CODE 11101 COUNTRY USA

ADD'L INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION Limited Liability Company	1f. JURISDICTION OF ORGANIZATION NY
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2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME

OR 2b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

2c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

ADD'L INFO RE ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION
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3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME Direct Capital Corporation

OR 3b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

3c. MAILING ADDRESS 155 Commerce Way CITY Portsmouth STATE NH POSTAL CODE 03801 COUNTRY USA

4. This FINANCING STATEMENT covers the following collateral: All Debtor/Lessee's Equipment, Machinery, and other Fixed Assets, Whether Located On The Premises Or Elsewhere, Whether Now Owned or Hereafter Acquired. All Debtor/Lessee's Equipment, Machinery, and other Fixed Assets, Whether Located On The Premises Or Elsewhere, Whether Now Owned or Hereafter Acquired. The Secured Party named above (the "Lessor") and the Debtor named above (the "Lessee") intend and agree that the transaction under the lease constitutes a "true lease" of the property with is the subject of the Lease. The execution and filing of this financing statement shall not be construed to contradict such intention and agreement. If, however, the transaction under the Lease is deemed to constitute a financing or any other transaction not constituting a "true lease", it shall be deemed that this financing statement has been filed to perfect any security interest granted by the Lessee under the Lease to secure all of the Lessee's obligations to the Lessor under the Lease. Overhead Trolley Monorail System

5. ALTERNATIVE DESIGNATION (if applicable): LESSEE/LESSOR CONSIGNEE/CONSIGNOR BAILOR/BAILOR SELLER/BUYER AG. LIEN NON-UCC FILING

6. This FINANCING STATEMENT is to be filed (or record) in the REAL ESTATE RECORDS. Attach Addendum (if applicable) 7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (ADDITIONAL FEE) (optional) All Debtors Debtor 1 Debtor 2

8. OPTIONAL FILER REFERENCE DATA NY-9-21610871-GOLDSM

FILING OFFICE COPY - NATIONAL UCC FINANCING STATEMENT (FORM UCC1) (REV. 05/22/02)

Filing Number-200608045774329

RECORDED: 04/30/2009

TRADEMARK REEL: 003980 FRAME: 0650