

TO: MCGUIREWOODS LLP COMPANY: 201 NORTH TRYON STREET

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

**09/02/2009**  
**900142412**

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
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**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Rachel Ashwell Designs, Inc.		09/01/2009	CORPORATION: CA

**RECEIVING PARTY DATA**

Name:	Shabby Chic Brands, LLC
Street Address:	10100 Santa Monica Boulevard, #600
Internal Address:	c/o Brand Sense Partners, LLC
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90067
Entity Type:	LIMITED LIABILITY COMPANY: CA

**PROPERTY NUMBERS Total: 27**

Property Type	Number	Word Mark
Registration Number:	2898987	RA
Registration Number:	2878876	RA
Registration Number:	2763507	RA TREASURES BY RACHEL ASHWELL
Registration Number:	2748924	RACHEL ASHWELL
Registration Number:	2937566	RACHEL ASHWELL
Registration Number:	2987641	RACHEL ASHWELL HOME RA SHABBY CHIC EST. 1989
Registration Number:	1753006	SHABBY CHIC
Registration Number:	1759914	SHABBY CHIC
Registration Number:	1949879	SHABBY CHIC
Registration Number:	2037399	SHABBY CHIC
Registration Number:	2284912	SHABBY CHIC
Registration Number:	2297906	SHABBY CHIC
Registration Number:	2315707	SHABBY CHIC

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Registration Number:	2438933	SHABBY CHIC
Registration Number:	2585082	SHABBY CHIC
Registration Number:	2703166	SHABBY CHIC
Registration Number:	2757921	SHABBY CHIC
Registration Number:	2585081	SHABBY CHIC BABY
Registration Number:	2315476	SHABBY CHIC BY RACHEL ASHWELL
Registration Number:	2330202	SHABBY CHIC BY RACHEL ASHWELL
Registration Number:	1869597	SHABBY CHIC FURNISHINGS
Registration Number:	2438798	SHABBY CHIC STUDIO
Registration Number:	2880142	SIMPLY SHABBY CHIC
Registration Number:	2917782	SIMPLY SHABBY CHIC
Registration Number:	2998803	SIMPLY SHABBY CHIC
Registration Number:	3055992	SSC
Registration Number:	2763467	TREASURES BY RACHEL ASHWELL

**CORRESPONDENCE DATA**

Fax Number: (704)343-2300  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 704-343-2354  
 Email: tparrotl@mcguirewoods.com  
 Correspondent Name: McGuireWoods LLP  
 Address Line 1: 201 North Tryon Street  
 Address Line 2: Attn: William Thomas Parrott IV  
 Address Line 4: Charlotte, NORTH CAROLINA 28202

ATTORNEY DOCKET NUMBER:	4508325-0001
NAME OF SUBMITTER:	William Thomas Parrott
Signature:	/William Thomas Parrott IV/
Date:	09/02/2009

**Total Attachments: 6**  
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TRADEMARK ASSIGNMENT

WHEREAS, RACHEL ASHWELL DESIGNS, INC., a California corporation ("Assignor"), is the owner of the trademarks set forth in Exhibit A attached hereto and incorporated herein by this reference (the "Marks") and the goodwill represented by the Marks.

WHEREAS, SHABBY CHIC BRANDS, LLC, a California limited liability company ("Assignee"), with a principal address of c/o Brand Sense Partners, LLC, 10100 Santa Monica Boulevard, #600, Los Angeles, CA 90067 desires to acquire all of Assignor's right, title and interest in and to the Marks and the goodwill represented by the Marks.

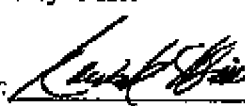
NOW, THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor, acting by and through PARADOX CAPITAL LLC, a Delaware limited liability company, through a Power of Attorney executed as part of a security interest agreement with PARADOX CAPITAL LLC and dated April 23, 2007, does hereby sell, assign, transfer and convey to Assignee, and Assignee does hereby accept from Assignor, effective as of the date of this Assignment, all of Assignor's right, title and interest in and to the Marks and the goodwill represented by the Marks.

The United States Patent and Trademark Office is hereby authorized to deliver to Assignee, its attorneys, agents, successors or assigns, all official documents and communications as may be warranted by this Assignment.


[signature page follows]

VO: MCGUIREWOODS LLP COMPANY: 201 NORTH TRYON STREET

IN WITNESS WHEREOF, this Assignment is effective as of September 1, 2009.

<p><u>Assignor</u></p> <p>RACHEL ASHWELL DESIGNS, INC. a California corporation</p> <p>By: PARADOX CAPITAL LLC, a Delaware limited liability company, its attorney in fact</p> <p>By:  Edward Hill, Senior Vice President</p>	
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<p><u>Assignee</u></p> <p>SHABBY CHIC BRANDS, LLC, a California limited liability company</p> <p>By:  Ramez Toubassy, President</p>	
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TRADEMARK ASSIGNMENT  
Signature Page

**EXHIBIT "A"**

**1. United States Trademarks**

REFERENCE #	MARK	FILED	APP #	REG DT	REG #	STATUS	CLASSES
<b>UNITED STATES</b>							
49924.0034	FEATHERED CROWN LOGO	06/08/2003	76535,559	11/02/2004	2,058,967	REGISTERED	024, 020
49924.0035	RA	08/08/2003	76535,561	08/24/2004	2,076,076	REGISTERED	020, 024
49924.0038	RA TREASURES BY RACHEL ASHWELL	03/11/2002	76380,520	09/10/2003	2,763,507	REGISTERED	021, 024
49924.0037	RACHEL ASHWELL	10/03/2002	76456,663	06/05/2003	2,748,924	REGISTERED	041
49924.0038	RACHEL ASHWELL	03/29/2004	76683,637	04/09/2005	2,837,585	REGISTERED	003, 011, 015, 019, 020, 021, 024, 025, 027, 035
49924.0040	RACHEL ASHWELL HOME RA SHABBY CHIC EST. 1999 & Design	11/25/2002	76471,689	07/12/2005	2,907,041	REGISTERED	003, 011, 015, 019, 020, 021, 024, 025, 027
49924.0041	SHABBY CHIC	03/19/1992	74257,044	02/16/1993	1,753,008	REGISTERED	042
49924.0042	SHABBY CHIC	09/29/1992	74268,702	03/23/1993	1,759,014	REGISTERED	024, 020
49924.0043	SHABBY CHIC	01/28/1993	74352,867	01/23/1993	1,849,879	REGISTERED	025
49924.0044	SHABBY CHIC	11/22/1993	74481,829	02/11/1997	2,057,399	REGISTERED	003
49924.0045	SHABBY CHIC	06/22/1993	75000,217	07/27/1999	2,284,912	REGISTERED	018
49924.0048	SHABBY CHIC	08/28/1993	75044,045	12/07/1993	2,207,908	REGISTERED	011
49924.0047	SHABBY CHIC	08/22/1993	75000,227	02/06/2000	2,315,727	REGISTERED	019
49924.0048	SHABBY CHIC	08/22/1993	75000,300	03/27/2001	2,406,603	REGISTERED	027
49924.0049	SHABBY CHIC	08/18/2001	76272,340	08/25/2002	2,505,082	REGISTERED	026
49924.0050	SHABBY CHIC	12/14/2001	76348,443	04/01/2003	2,760,486	REGISTERED	025
49924.0051	SHABBY CHIC	10/23/2000	76150,578	09/02/2003	2,757,821	REGISTERED	024
49924.0052	SHABBY CHIC BABY	06/18/2001	76272,348	08/25/2002	2,505,081	REGISTERED	024, 025
49924.0053	SHABBY CHIC BY RACHEL ASHWELL	03/18/1999	75450,320	02/08/2000	2,315,179	REGISTERED	020, 024, 030
49924.0054	SHABBY CHIC BY RACHEL ASHWELL	01/20/1998	75420,548	03/14/2000	2,330,202	REGISTERED	026
49924.0055	SHABBY CHIC FURNISHINGS & Design	07/13/1992	74209,879	12/27/1994	1,808,587	REGISTERED	020, 024, 042
49924.0056	SHABBY CHIC STUDIO	08/26/1997	75263,314	03/22/2001	2,428,798	REGISTERED	020, 024, 025, 035
49924.0061	SHABBY CHIC STUDIO	08/25/1997	75263,314	03/27/2001	2,438,798	REGISTERED	020, 024, 025, 035
49924.0066	SIMPLY SHABBY CHIC	04/18/2003	76507,830	08/31/2004	2,880,142	REGISTERED	019, 020, 024, 027
49924.0059	SIMPLY SHABBY CHIC	02/13/2003	76480,308	01/11/2005	2,917,762	REGISTERED	011, 020, 021
49924.0060	SIMPLY SHABBY CHIC/FLOWERS LOGO	03/15/2004	76580,952	09/20/2005	2,898,803	REGISTERED	011, 018, 019, 020, 021, 024, 027
49924.0062	SSC	03/16/2004	76580,953	01/31/2008	3,056,902	REGISTERED	011, 018, 020, 021, 024, 027
49924.0064	TREASURES BY RACHEL ASHWELL	01/22/2002	76380,731	09/16/2003	2,785,467	REGISTERED	024, 027

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Domain Names:

[www.shabbychic.com](http://www.shabbychic.com)

[www.rachelashwellshabbychic.com](http://www.rachelashwellshabbychic.com)

2. Foreign Trademarks

REFERENCE #	MARK	FILED	APP #	REG DT	REG #	STATUS	CLASSES
<b>AUSTRALIA</b>							
49924.0005	SHABBY CHIC	06/19/1992	A580,825	06/19/1992	A580,825	REGISTERED	20
49924.0007	SHABBY CHIC	04/07/1995	654,066	04/07/1995	654,066	REGISTERED	
<b>CANADA</b>							
49924.0010	RACHEL ASHWELL	08/07/2002	1,149,080	09/08/2008	713998	REGISTERED	1,1
49924.0011	RACHEL ASHWELL, RA, SHABBY CHIC Design	07/18/2003	1,163,696	08/08/2008	713907	REGISTERED	1,1
49924.0008	SHABBY CHIC	07/21/1992	709,399	06/13/1994	TMA427,239	REGISTERED	1
49924.0000	SHABBY CHIC	02/22/2002	1,132,012	06/12/2004	618664	REGISTERED	1,1
49924.0013	SIMPLY SHABBY CHIC	10/12/2004	1,233,440	09/06/2006	600219	REGISTERED	1,1
49924.0012	SIMPLY SHABBY CHIC Design	10/12/2004	1,233,439	01/18/2007	679726	REGISTERED	1,1
49924.0014	SSC	10/12/2004	1,233,438	12/07/2006	678270	REGISTERED	1,1
<b>CHINA</b>							
49924.0015	SHABBY CHIC	12/26/2005	3,050,933	02/21/2005	3,050,933	REGISTERED	20
49924.0016	SHABBY CHIC	12/26/2005	3,050,932	10/21/2005	3,050,932	REGISTERED	24
<b>EUROPEAN UNION (CTM)</b>							
49924.0018	RACHEL ASHWELL	08/05/2002	2707157	10/20/2008	2707157	REGISTERED	20, 21, 24, 25
49924.0017	SHABBY CHIC	07/20/1992	000882035	10/20/2000	882,035	REGISTERED	20, 24, 25, 42
49924.0019	RACHEL ASHWELL RA, SHABBY CHIC Design	06/17/2003	003229473	02/23/2005	3229473	REGISTERED	
<b>FRANCE</b>							
49924.0020	SHABBY CHIC		62,430,087	08/07/1992	62,430,087	REGISTERED	16, 20, 24
<b>HONG KONG</b>							
49924.0021	SHABBY CHIC BY RACHEL ASHWELL			12/21/2004	2003-41621	REGISTERED	20, 24
<b>INDONESIA</b>							
49924.0022	SHABBY CHIC			01/18/2002	528158	REGISTERED	24
<b>ITALY</b>							
49924.0023	SHABBY CHIC	07/31/2002	640198	05/10/2006	1007120	REGISTERED	20, 24
<b>JAPAN</b>							
49924.0024	SHABBY CHIC	06/22/1992	H04-127420	03/31/1995	3,031,825	REGISTERED	20

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REFERENCE #	MARK	FILED	APP #	REG DT	REG #	STATUS	CLASSES
48924.0025	SHABBY CHIC	01/09/1997	H09-000052	07/17/1998	4,189,737	REGISTERED	24
MEXICO							
48924.0026	SHABBY CHIC			01/22/1993	429,817	REGISTERED	20
NEW ZEALAND							
48924.0027	SHABBY CHIC			02/02/1996	265810	REGISTERED	20
48924.0028	SHABBY CHIC			06/06/1995	249,733	REGISTERED	24
NORWAY							
48924.0029	SHABBY CHIC			01/17/2002	212,705	REGISTERED	20, 24, 35
SWITZERLAND							
48924.0030	SHABBY CHIC			11/08/2000	487,175	REGISTERED	20, 24, 35, 39
TAIWAN							
48924.0032	SHABBY CHIC			05/16/2003	01044487	REGISTERED	24
48924.0031	SHABBY CHIC			5/16/2003	01047534	REGISTERED	20
UNITED KINGDOM							
48924.0033	SHABBY CHIC			09/24/1982	1,563,401	REGISTERED	20
WIPO							
48924.0086	RACHEL ASHWELL			11/21/2008	988 071	REGISTERED	025
48924.0087	SHABBY CHIC			11/21/2008	988 074	REGISTERED	025

Trademark Applications:

CHINA							
48924.0088-CN	RACHEL ASHWELL	11/21/2008	A0014521			PENDING	025
48924.0087-CN	SHABBY CHIC	11/21/2008	A0014522			PENDING	025