

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Security Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Tracy Evans, Ltd.		12/14/2009	CORPORATION: NEW YORK

RECEIVING PARTY DATA

Name:	The CIT Group/Commercial Services, Inc.
Street Address:	11 West 42nd Street
City:	New York
State/Country:	NEW YORK
Postal Code:	10036
Entity Type:	CORPORATION: NEW YORK

PROPERTY NUMBERS Total: 13

Property Type	Number	Word Mark
Registration Number:	3304810	TRACES BY TRACY EVANS
Registration Number:	3213203	TRACY EVANS LIMITED
Serial Number:	77492041	SPEAK MILAN
Serial Number:	77491944	SPEAK RIO
Registration Number:	3587870	DANIELLE B.
Serial Number:	77491965	SPEAK 2 ME
Serial Number:	77024223	TL4E TRUE LOVE FOREVER
Serial Number:	77479999	YOUR BEST PROFILE
Serial Number:	77403144	T.B.A.* THE PIXIE
Serial Number:	77403136	T.B.A.* THE SHAG
Serial Number:	77403132	T.B.A.* THE FLIP
Serial Number:	76617678	T.B.A.
Registration Number:	2225732	KATLYN O'FARREL

CORRESPONDENCE DATA

900149985

**TRADEMARK
 REEL: 004114 FRAME: 0632**

OP \$340.00 3304810

Fax Number: (800)494-7512
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (800) 494-5225
Email: jdougherty@nationalcorp.com
Correspondent Name: Joseph Dougherty
Address Line 1: 1100 G Street
Address Line 2: Suite 420
Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER:	F123887
NAME OF SUBMITTER:	Robert J. Tan
Signature:	/Robert J. Tan/
Date:	12/15/2009

Total Attachments: 4
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TRADEMARK ASSIGNMENT OF SECURITY

December 14, 2009

WHEREAS, Tracy Evans, Ltd., a corporation formed under the laws of the State of New York, located at 530 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 The CIT Group/Commercial Services, Inc. (“**Lender**”) pursuant to (i) a certain Financing Agreement, dated as of April 6, 2006, between Lender and Borrower, (ii) a certain Factoring Agreement, dated as of October 15, 2001, between Lender and Borrower and (iii) a certain Continuing General Security Agreement, dated October 15, 2001, made by Borrower in favor of Lender (as each may be amended, modified, restated or supplemented from time to time, collectively, the “**Agreements**”); and

WHEREAS, pursuant to the Agreements, Borrower has granted to Lender a security interest in all general intangibles of Borrower, including, without limitation, 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 Lender and grant to Lender 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.

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

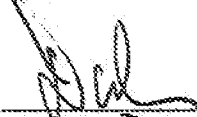
[Signature Page Follows This Page]

IN WITNESS WHEREOF, the undersigned have duly executed this Trademark Assignment of Security as of the day and year first above written.

Witness:

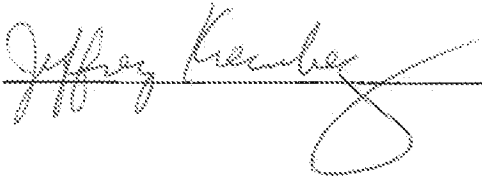


TRACY EVANS, LTD.

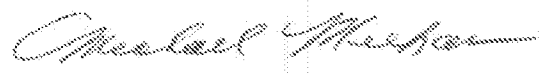
 2/14/09

Name: *Darren Cohen*
Its: *President*

Witness:




THE CIT GROUP/ COMMERCIAL SERVICES, INC.



Name: *MICHAEL MEENOW*
Its: *Vice Pres.*

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

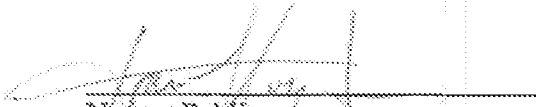
On this 14th day of ~~November~~ DECEMBER, 2009, before me personally came Darren Cohen, to me known, who, being by me duly sworn, did depose and say that s/he is the PRESIDENT of Tracy Evans, Ltd., the corporation described in and which executed the foregoing instrument; and that s/he signed her/his name thereto by order of the board of directors of said corporation.


Notary Public

SAUL ZISKROIT
Notary Public, State of New York
No. 4742075
Qualified in Nassau County
Commission Expires Nov. 30, 2013

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

On this 15 day of November, 2009, before me personally came Michael Meenan, to me known, who, being by me duly sworn, did depose and say that s/he is the VICE PRESIDENT of The CIT Group/Commercial Services, Inc., the corporation described in and which executed the foregoing instrument; and that s/he was authorized to sign her/his name thereto on behalf of said corporation.


Notary Public

JOHN LLOYD
Notary Public, State of New York
No. 4911478162
Qualified in NYC County
Certificate Filed in NYC County
Commission Expires June 30, 2011

SCHEDULE A

Schedule A to a Trademark Assignment of Security dated December 14, 2009, by and between Tracy Evan, Ltd. and The CIT Group/Commercial Services, Inc.

<u>Mark</u>	<u>Registration or Filing Date</u>	<u>Registration No. or Application No.</u>
TRACES BY TRACY EVANS	10/2/2007	3304810
TRACY EVANS LIMITED	2/27/2007	3213203
SPEAK MILAN	6/5/2008	77492041
SPEAK RIO	6/5/2008	77491944
DANIELLE B.	3/10/2009	3587870
SPEAK 2 ME	6/5/2008	77491965
TL4E TRUE LOVE FOREVER	10/18/2006	77024223
YOUR BEST PROFILE	5/21/2008	77479999
T.B.A.* PIXIE	2/21/2008	77403144
T.B.A. * SHAG	2/21/2008	77403136
T.B.A. * FLIP	2/21/2008	77403132
T.B.A. *	10/25/2004	76617678
KATLYN O'FARREL	2/23/1999	2225732