

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Trademark Assignment of Security		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Tracy Evans LLC		01/11/2011	LIMITED LIABILITY COMPANY: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	The CIT Group/Commercial Services, Inc.		
<b>Street Address:</b>	11 West 42nd Street		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10036		
<b>Entity Type:</b>	CORPORATION: NEW YORK		
<b>PROPERTY NUMBERS Total: 14</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
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	
Registration Number:	1705138	FIRST OPTION	

OP \$365.00 3304810

**TRADEMARK**

CORRESPONDENCE DATA

Fax Number: (212)564-6083

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: (212) 947-7200

Email: jdougherty@nationalcorp.com

Correspondent Name: Joseph Dougherty

Address Line 1: 10 E 40th St., 10th Fl

Address Line 2: National Corporate Research

Address Line 4: New York, NEW YORK 10016

ATTORNEY DOCKET NUMBER:	N332407
NAME OF SUBMITTER:	Padma Ghatage
Signature:	/Padma Ghatage/
Date:	01/13/2011

Total Attachments: 4

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## TRADEMARK ASSIGNMENT OF SECURITY

January 11, 2011

WHEREAS, Tracy Evans LLC a Delaware limited liability Company, 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 a certain Factoring Agreement, dated as of January 11, 2011, between Lender and Borrower (as each may be amended, modified, restated or supplemented from time to time, the "Agreement"); and

WHEREAS, pursuant to the Agreement, 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 Agreement 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 Agreement.

[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 LLC

William Cayan

Ling Kwok  
Name: Ling Kwok  
Its: Secretary

Witness:

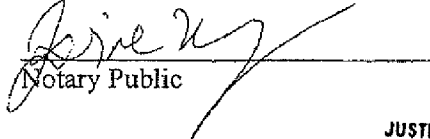
THE CIT GROUP/ COMMERCIAL SERVICES, INC.

Bruce Telford

Michael Meehan  
Name: Michael Meehan  
Its: SVP

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

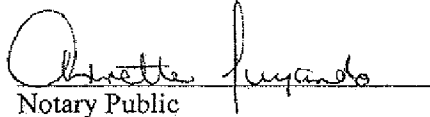
On this 30<sup>th</sup> day of December, 2010, before me personally came Ling Kwok, to me known, who, being by me duly sworn, did depose and say that s/he is the Secretary of Tracy Evans LLC the limited liability company described in and which executed the foregoing instrument; and that s/he signed her/his name thereto by order of the board of directors of said corporation.

  
Notary Public

JUSTINE H. MANZANO  
NOTARY PUBLIC-STATE OF NEW YORK  
No. 01MA6131869  
Qualified in Bronx County  
My Commission Expires August 22, 2013

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

On this 11 day of January 2011, before me personally came Michael Madrig to me known, who, being by me duly sworn, did depose and say that s/he is the SVP 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

ANNETTE LUYANDO  
Notary Public - State of New York  
NO. 01LU6079028  
Qualified in Queens County  
My Commission Expires Aug 22, 2014

### SCHEDULE A

Schedule A to a Trademark Assignment of Security dated January 11, 2011, by and between Tracy Evans LLC 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
FIRST OPTION	8/4/1992	1,705,138

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