

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Assignment and Security Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Stone Mountain Accessories, Inc.		04/07/2011	CORPORATION: GEORGIA

RECEIVING PARTY DATA

Name:	Rosenthal & Rosenthal, Inc.
Street Address:	1370 Broadway
City:	New York
State/Country:	NEW YORK
Postal Code:	10018
Entity Type:	CORPORATION: NEW YORK

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Serial Number:	77199184	ALLISON SCOTT
Serial Number:	77199164	ALLISONSCOTT
Serial Number:	77305177	SMA
Serial Number:	76458819	STONE & CO.
Serial Number:	75521779	STONE MOUNTAIN
Serial Number:	74012085	STONE MOUNTAIN
Serial Number:	74800248	STONE MOUNTAIN
Serial Number:	73403290	STONE MOUNTAIN
Serial Number:	78900689	STONE MOUNTAIN

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

900188836

**TRADEMARK
 REEL: 004518 FRAME: 0491**

OP \$240.00 77199184

Address Line 1: National Corporate Research
Address Line 2: 10 E. 40th Street, 10th FL
Address Line 4: New York, NEW YORK 10016

ATTORNEY DOCKET NUMBER: N336071

NAME OF SUBMITTER: Omar J. Barbero

Signature: /Omar J. Barbero/

Date: 04/08/2011

Total Attachments: 6
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SECURITY INTEREST

WHEREAS, STONE MOUNTAIN ACCESSORIES, INC. a corporation formed under the laws of Georgia located at 10 West 33rd Street, Suite 728 New York, NY 10002 (the "Company"), has adopted, used and is using the marks annexed hereto as Schedule A (the "Marks"), and

WHEREAS, The Company is obligated to Rosenthal & Rosenthal, Inc. (the "Factor") located at 1370 Broadway, New York, New York 10018, pursuant to a Factoring Agreement dated December 27, 2005, as amended (referred to as the "Factoring Agreement"); and

WHEREAS, the Company is seeking to increase its credit extension pursuant to the Factoring Agreement, and the Company is now granting to the Factor a security interest in the Marks, together with the good will of the business symbolized by the Marks;

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

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

Dated: April 7, 2011

STONE MOUNTAIN
ACCESSORIES, INC.

By: *Kenneth Or*

STATE OF NEW YORK)

COUNTY OF NEW YORK)

ss.:

)

On the 7th day of April, 2011 before me, the undersigned, personally came sworn, *Kenneth Or*, that he is the *President* of STONE MOUNTAIN ACCESSORIES, INC. described in and which executed the foregoing instrument; that he executed the same in such capacity and that he had authority to execute such instrument and that by his signature on the instrument, the corporation duly executed the instrument.

Carmela Monopoli
Notary Public

CARMELA MONOPOLI
Notary Public, State of New York
No. 01MO6008125
Qualified in Queens County
Commission Expires June 8, 2014

SCHEDULE A

<u>MARK</u>	<u>SERIAL/REG. NO.</u>
ALLISON SCOTT	77199184/3380870
ALLISON SCOTT	77199164/3380869
SMA	77305177/3854168
STONE & CO.	76458819/2833799/0871549
STONE MOUNTAIN	75521779/2443069/0870906
STONE MOUNTAIN	74012085/1722036
STONE MOUNTAIN	74800248/1667647/ 0870906
STONE MOUNTAIN	73403290/1303487/0870906
STONE MOUNTAIN	78900689/3801249

ASSIGNMENT FOR SECURITY

WHEREAS, STONE MOUNTAIN ACCESSORIES, INC., a corporation formed under the laws of Georgia, located at 10 West 33rd Street, Suite 728 New York, NY 10002 (the "Company"), has adopted, used and is using the marks annexed hereto as Schedule A (the "Marks"); and

WHEREAS, The Company is obligated to Rosenthal & Rosenthal, Inc. (the "Lender") located at 1370 Broadway, New York, New York 10018, pursuant to (i) a Factoring Agreement dated the date hereof between the Lender and the Company and (ii) a certain Security Agreement in Trademarks, dated the date hereof made by the Company in favor of the Lender (the "Agreements"); and

WHEREAS, pursuant to the Agreements, the Company is granting to the Lender a security interest in the Marks, the good will of the business symbolized by the Marks,

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Company does hereby assign unto the Lender for security and grant to the Lender a security interest in and to the Marks, together with the good will of the business symbolized by the Marks, which assignment for security and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

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

Dated: April 7, 2011

STONE MOUNTAIN ACCESSORIES, INC.

By: Kenneth O...
Name:
Title:

STATE OF New York)

: ss.:
COUNTY OF New York)

On this 7th day of April, 2011, before me personally came Kenneth O... to me known, who, being by me duly sworn, did depose and say that he resides at 106 Twinbrook Ct., Paramus, NY and that he is the President of STONE MOUNTAIN ACCESSORIES, INC. the corporation described in and which executed the foregoing instrument; and that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the board of directors of said corporation, and that he signed his name thereto by like order.

Carmela Monopoli
Notary Public

CARMELA MONOPOLI
Notary Public, State of New York
No. 01MO6008125
Qualified In Queens County
Commission Expires June 8, 2014

Schedule A

<u>Trademark</u>	<u>Serial/Reg. No./International Reg. No.</u>
ALLISON SCOTT	77199184/3380870
ALLISON SCOTT	77199164/3380869
SMA	77305177/3854168
STONE & CO.	76458819/2833799/0871549
STONE MOUNTAIN	75521779/2443069/0870906
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