

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:		NEW ASSIGNMENT	
NATURE OF CONVEYANCE:		SECURITY INTEREST	
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
SW Group LLC		04/06/2011	LIMITED LIABILITY COMPANY: NEW YORK
RECEIVING PARTY DATA			
Name:	Webster Business Credit Corporation		
Street Address:	360 Lexington Avenue		
Internal Address:	5th Floor		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10017		
Entity Type:	CORPORATION: NEW YORK		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3801886	SHOPPERS WORLD	
CORRESPONDENCE DATA			
Fax Number:	(302)636-5454		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	800-927-9801 x2348		
Email:	jpaterso@cscinfo.com		
Correspondent Name:	Corporation Service Co.- J. Paterson		
Address Line 1:	1090 Vermont Avenue NW, Suite 430		
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20005		
ATTORNEY DOCKET NUMBER:	776247		
NAME OF SUBMITTER:	Jean Paterson		
Signature:	/jep/		

CH \$40.00 3801886

900191745

TRADEMARK
 REEL: 004539 FRAME: 0985

Date:

05/12/2011

Total Attachments: 6

source=5-12-11 SW Group-TM#page1.tif

source=5-12-11 SW Group-TM#page2.tif

source=5-12-11 SW Group-TM#page3.tif

source=5-12-11 SW Group-TM#page4.tif

source=5-12-11 SW Group-TM#page5.tif

source=5-12-11 SW Group-TM#page6.tif

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

SW GROUP LLC

- Individual(s)
- General Partnership
- Corporation- State: _____
- Other LIMITED LIABILITY COMPANY
- Association
- Limited Partnership

Citizenship (see guidelines) NEW YORK

Additional names of conveying parties attached? Yes No

3. Nature of conveyance)/Execution Date(s) :

Execution Date(s) APRIL 6, 2011

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: WEBSTER BUSINESS CREDIT CORPORATION

Internal Address: _____

Street Address: 360 LEXINGTON AVENUE, 5TH FLOOR

City: NEW YORK

State: NEW YORK

Country: UNITED STATES Zip: 10017

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship NEW YORK
- Other _____ Citizenship _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

3801886

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: CORPORATION SERVICE COMPANY

Internal Address: _____

Street Address: 1180 AVENUE OF THE AMERICAS

City: NEW YORK

State: NEW YORK Zip: 10036

Phone Number: 212-299-5600

Fax Number: 212-299-5656

Email Address: _____

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ _____


- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

Deposit Account Number _____

Authorized User Name _____

9. Signature:


Signature

May 12, 2011

Date

ANDREW NASH

Name of Person Signing

Total number of pages including cover sheet, attachments, and document:

6

GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, the receipt and sufficiency of which are hereby acknowledged, SW GROUP LLC, a New York limited liability company (the "Grantor") with its principal place of business at 9 East 40th Street, New York, NY 10016, hereby grants to WEBSTER BUSINESS CREDIT CORPORATION, as Lender for its own benefit and the benefit of the other Credit Parties (as defined in the Credit Agreement (as defined in the Security Agreement referred to below)), with offices at 360 Lexington Avenue, 5th Floor, New York, New York 10017 (the "Grantee"), a continuing security interest in (i) all of the Grantor's right, title and interest in, to and under to the United States trademarks, service marks, trademark registrations, service mark registrations, trademark applications (to the extent not constituting Excluded Property of the type described in clause (b) of the definition thereof set forth in the Security Agreement referred to below), and service mark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all proceeds (as such term is defined in the UCC (as defined in the Security Agreement referred to below)) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARK (this "Grant") is made to secure the satisfactory performance and payment of all the Secured Obligations of the Grantor, as such term is defined in the Security Agreement dated as of April 6, 2011 (as amended, modified, supplemented or restated and in effect from time to time, the "Security Agreement") by and between, among others, the Grantor and the Grantee.

This Grant has been granted in conjunction with the security interest granted by the Grantor to the Grantee under the Security Agreement. The rights and remedies of the

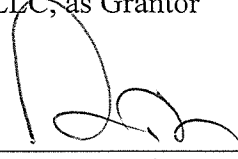
Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the
6th day of April, 2011.

SW GROUP LLC, as Grantor

By:



Name: Sam J. Dushey
Title: President

WEBSTER BUSINESS CREDIT
CORPORATION, as Grantee

By:


Name: _____
Its Authorized Signatory

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the
6th day of April, 2011.

SW GROUP LLC, as Grantor

By: _____
Name: Sam J. Dushey
Title: President

WEBSTER BUSINESS CREDIT
CORPORATION, as Grantee

By: 
Name: Deborah Kos-Harmon
Title: Vice President

SCHEDULE A

<u>MARK</u>	<u>REGISTRATION NUMBER/APPLICATION NUMBER</u>	<u>REGISTRATION DATE/APPLICATION DATE</u>
Shoppers World	3801886	6/15/2010

1282113.2

Schedule A to Grant of Security Interest in United States Trademarks