

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
Bluefly, Inc.		06/17/2011	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Wells Fargo Bank, National Association		
Street Address:	One Boston Place		
Internal Address:	18th Floor		
City:	Boston		
State/Country:	MASSACHUSETTS		
Postal Code:	02108		
Entity Type:	Association: UNITED STATES		
PROPERTY NUMBERS Total: 9			
Property Type	Number	Word Mark	
Registration Number:	2769397	BLUEFLY	
Registration Number:	2579760	BLUEFLY	
Registration Number:	2427015	FLYPAPER	
Registration Number:	2384259		
Registration Number:	3278399	THE ULTIMATE HOOK-UP FOR THE FASHION OBSESSED	
Registration Number:	3468463	BLUEFLY	
Registration Number:	3409665	BLUEFLY	
Registration Number:	3254500	STEAL-A-DAY	
Registration Number:	3294468	THAT'S WHY I BLUEFLY	
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		

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TRADEMARK
 REEL: 004565 FRAME: 0622

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: 817889-005

NAME OF SUBMITTER: Jean Paterson

Signature: /jep/

Date: 06/20/2011

Total Attachments: 5

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**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):

Bluefly, Inc.

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation- State: Delaware
☐ Other _____

Citizenship (see guidelines) _____

Additional names of conveying parties attached? ☐ Yes ☐ No

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

Execution Date(s) June 17, 2011

- ☐ Assignment ☐ Merger
☐ Security Agreement ☐ Change of Name
☒ Other Grant of Security Interest

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? ☐ Yes ☒ No

Name: Wells Fargo Bank, National Association

Internal Address: 18th Floor

Street Address: One Boston Place

City: Boston

State: MA

Country: USA Zip: 02108

- ☒ Association Citizenship USA
☐ General Partnership Citizenship _____
☐ Limited Partnership Citizenship _____
☐ Corporation Citizenship _____
☐ 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)

Please See Schedule A

B. Trademark Registration No.(s)

Please See Schedule A

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: Suite 210

Street Address: 1180 Avenue of the Americas

City: New York

State: NY Zip: 10036

Phone Number: 212-299-5600

Fax Number: 212-299-5656

Email Address: _____ ORDER# _____

6. Total number of applications and registrations involved:

9

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]
Signature

Laura A. Cadogan

Name of Person Signing

6/7/2011
Date

Total number of pages including cover sheet, attachments, and document: 5

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK
REEL: 004565 FRAME: 0624

GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

June 17, 2011

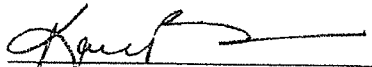
FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, BLUEFLY, INC., a Delaware corporation (the "Grantor"), hereby grants to WELLS FARGO BANK, NATIONAL ASSOCIATION (the "Grantee"), a continuing security interest in (i) all of the Grantor's right, title and interest in, to and under to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all proceeds 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 is made to secure the satisfactory performance and payment of all the Secured Obligations of the Grantor, as such term is defined in the Amended and Restated Security Agreement by and between the Grantor and the Grantee, dated as of June 17, 2011 (as amended, restated, supplemented or otherwise modified and in effect from time to time, 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.

[remainder of page intentionally left blank]

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the date above first written.

BLUEFLY, INC., as Grantor

By: 
Name: Kara B. Jenny
Title: Chief Financial Officer and Secretary

WELLS FARGO BANK, NATIONAL
ASSOCIATION, as Grantee

By: _____
Name: Michele L. Ayoub
Title: Authorized Signatory

Signature Page to Grant of Security Interest in United States Trademarks


TRADEMARK
REEL: 004565 FRAME: 0626

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the date above first written.

BLUEFLY, INC., as Grantor

By: _____
Name: Kara B. Jenny
Title: Chief Financial Officer and
Secretary

WELLS FARGO BANK, NATIONAL
ASSOCIATION, as Grantee

By:  _____
Name: Michele L. Ayon
Title: Authorized Signatory

Signature Page to Grant of Security Interest in United States Trademarks

TRADEMARK
REEL: 004565 FRAME: 0627

SCHEDULE A

<u>MARK</u>	<u>REGISTRATION NUMBER</u>	<u>REGISTRATION DATE</u>
BLUEFLY	2769397	09/30/2003
BLUEFLY	2579760	06/11/2002
FLYPAPER	2427015	02/06/2001
MISCELLANEOUS DESIGN (BLUEFLY)	2384259	09/05/2000
THE ULTIMATE HOOK- UP FOR THE FASHION OBSESSED	3278399	08/14/2007
BLUEFLY	3468463	07/15/2008
BLUEFLY	3409665	04/08/2008
STEAL-A-DAY	3254500	06/26/2007
THAT'S WHY I BLUEFLY	3294468	09/18/2007

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Schedule A to Grant of Security Interest in United States Trademarks