

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.		11/03/2011	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Wells Fargo Bank, National Association		
Street Address:	One Boston Place, 18th Floor		
City:	Boston		
State/Country:	MASSACHUSETTS		
Postal Code:	02108		
Entity Type:	Association: UNITED STATES		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Serial Number:	85427960	FLY AND MIGHTY	
Serial Number:	85429665	BELLE AND CLIVE	
Serial Number:	85438060	COLETTE NICOLAI	
CORRESPONDENCE DATA			
Fax Number:	(302)636-5454		
Phone:	800-927-9801 x2348		
Email:	jpaterso@cscinfo.com		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Correspondent Name:	Corporation Service Company		
Address Line 1:	1090 Vermont Avenue NW, Suite 430		
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20005		
ATTORNEY DOCKET NUMBER:	968067-005		
NAME OF SUBMITTER:	Jean Paterson		

CH \$90.00 85427960

900206275

**TRADEMARK
 REEL: 004654 FRAME: 0376**

Signature:	/jep/
Date:	11/03/2011
Total Attachments: 5 source=11-3-11Bluefly Inc-TM#page1.tif source=11-3-11Bluefly Inc-TM#page2.tif source=11-3-11Bluefly Inc-TM#page3.tif source=11-3-11Bluefly Inc-TM#page4.tif source=11-3-11Bluefly Inc-TM#page5.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):

BLUEFLY, INC

- Individual(s) Association
 General Partnership Limited Partnership
 Corporation- State: DE
 Other _____

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

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

Execution Date(s) November 3, 2011

- Assignment Merger
 Security Agreement Change of Name
 Other _____

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: WELLS FARGO BANK, NATIONAL ASSOCIATION

Internal Address: _____

Street Address: One Boston Place, 18th Floor

City: Boston

State: MA

Country: U.S.A. Zip: 02108

- Association Citizenship U.S.A.
 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)

SEE SCHEDULE A

B. Trademark Registration No.(s)

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:

3

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

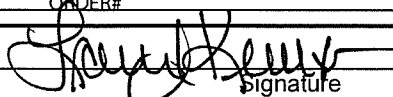
- Authorized to be charged to deposit account
 Enclosed

8. Payment Information:

Deposit Account Number _____

Authorized User Name _____

9. Signature:


 Signature

11/03/11

Date

Laura A. Kenerson

Name of Person Signing

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

GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

November 3, 2011

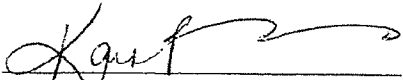
FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, BLUEFLY, INC., a Delaware corporation (the "Grantor"), hereby grants to WELLS FARGO BANK, NATIONAL ASSOCIATION (the "Grantee"), a continuing security interest in (i) all of the Grantor's right, title and interest 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. Ayou
Title: Authorized Signatory

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. Ayou

Title: Authorized Signatory

SCHEDULE A

<u>MARK</u>	<u>APPLICATION/ REGISTRATION NUMBER</u>	<u>APPLICATION/ REGISTRATION DATE</u>
FLY AND MIGHTY	85/427,960	09/21/2011
BELLE AND CLIVE	85/429,665	09/22/2011
COLETTE NICOLAI	85/438,060	10/03/2011

1380048.1

Schedule A to Grant of Security Interest in United States Trademarks