

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):

Carol's Daughter Holdings, LLC

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

Citizenship (see guidelines) DelawareAdditional names of conveying parties attached? Yes No**3. Nature of conveyance /Execution Date(s) :**Execution Date(s) October 15, 2012

- Assignment Merger
 Security Agreement Change of Name
 Other _____

2. Name and address of receiving party(ies)Additional names, addresses, or citizenship attached? Yes
 NoName: Amalgamated Bank

Internal

Address: _____

Street Address: 275 Seventh Avenue, 12th FloorCity: New YorkState: New YorkCountry: USA Zip: 10001

- 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 attached Schedule AB. Trademark Registration No.(s)
See attached Schedule AAdditional 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: Alesia GreerInternal Address: CT LIEN SOLUTIONSStreet Address: 4400 EASTON COMMONS WAY SUITE 125City: COLUMBUSState: OH Zip: 43219Phone Number: 614-280-3301Fax Number: 800-914-4240Email Address: alesiagreer@wolterskluwer.com**6. Total number of applications and registrations involved:**

26

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

- Authorized to be charged by credit card
 Authorized to be charged to deposit account
 Enclosed

8. Payment Information:a. Credit Card Last 4 Numbers _____
Expiration Date _____b. Deposit Account Number _____
Authorized User Name _____**9. Signature:**

Signature

October 18, 2012

Date

Leslie Kirsner

Name of Person Signing

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

4

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: 004885 FRAME: 0428

SCHEDULE A

Schedule A to a Trademark Assignment of Security dated October 15, 2012, by and between CAROL'S DAUGHTER HOLDINGS, LLC and AMALGAMATED BANK.

MARK	REGISTRATION OR FILING DATE	REGISTRATION OR APPLICATION NO.
ALMOND COOKIE	April 13, 2010	3,775,386
BEAUTY BY NATURE	May 16, 2006	3,093,049
BEAUTY BY NATURE	October 4, 2011	4,036,241
BEAUTY BY NATURE	December 16, 2010	Serial - 85/199,185
BRING IN THE MOISTURE	January 19, 2010	3,740,937
CANDY PAINT	October 16, 2007	3,314,668
CANDY PAINT, WHERE COLOR MEETS THERAPY	November 25, 2008	3,536,178
CAROL'S DAUGHTER	May 9, 2006	3,090,260
CAROL'S DAUGHTER (STYLIZED AND FLOWER DESIGN)	May 9, 2006	3,090,258
CAROL'S DAUGHTER BEAUTY BY NATURE	May 24, 2011	3,966,379
CAROL'S DAUGHTER PRESENTS LISA'S KITCHEN	July 20, 2010	Serial - 85/088,289
CAROL'S DAUGHTER THE BACK ROOM HAND & FOOT SPA	April 13, 2010	3,776,234
FLOWER DESIGN	December 19, 2006	3,185,813
GODDESS FLOWER	May 10, 2011	3,959,641
MARGUERITE'S MAGIC	January 17, 2012	4,089,057
MY LIFE	October 19, 2010	3,865,908
MY LIFE	December 6, 2011	4,067,465
MY LIFE BLOSSOM	March 13, 2012	4,113,158
ONE TOUGH NUT	September 6, 2011	4,023,898
PEARLS BY CAROL'S DAUGHTER	August 25, 2009	3,674,533
SOME OF MARGUERITE'S MAGIC	May 12, 2009	3,618,388
SUGAR-DIPPED VANILLA	March 8, 2011	3,930,163
TUI	May 12, 2009	3,618,387
WASH AWAY THE OIL	November 3, 2009	3,704,428
WHERE COLOR MEETS THERAPY	May 12, 2009	3,618,457
JUST FINE	June 2, 2011	85/336,010

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, CAROL'S DAUGHTER HOLDINGS, LLC, a limited liability company formed under the laws of Delaware, located at 99 Hudson Street, 6th Floor, New York, NY 10013 ("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 AMALGAMATED BANK ("Lender") pursuant to (i) a certain Loan and Security Agreement, dated the date hereof, among Lender, Borrower and the other credit parties named therein and (ii) a certain Trademark Collateral Security Agreement, dated the date hereof, made by Borrower in favor of Lender (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, Borrower is granting to Lender a security interest in 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 Agreements 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 Agreements.

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