

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
The Nat Nast Company, Inc.		03/11/2005	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	Rosenthal & Rosenthal, Inc.
<b>Street Address:</b>	1370 Broadway
<b>Internal Address:</b>	2nd Floor
<b>City:</b>	New York
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	10018
<b>Entity Type:</b>	CORPORATION: NEW YORK

**PROPERTY NUMBERS Total: 13**

Property Type	Number	Word Mark
Serial Number:	78171870	NAT NAST
Serial Number:	78242608	NAT'S KIDS
Serial Number:	78242603	NAT'S KIDS
Registration Number:	2825248	NAT NAST LUXURY ORIGINALS SINCE 1946
Registration Number:	2846637	
Registration Number:	2809483	
Registration Number:	2858883	
Registration Number:	2833288	NN
Registration Number:	2793175	NAT NAST SWING
Registration Number:	2689838	NAT NAST LUXURY ORIGINALS SINCE 1946
Registration Number:	2502974	NAT NAST
Registration Number:	2308629	GUTTER GEAR
Serial Number:	76388980	CLUB RED

CH \$340.00 78171870

CORRESPONDENCE DATA

Fax Number: (212)356-0989

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 212 356-0920

Email: clustgarten@rosenfact.com

Correspondent Name: Chester Lustgarten

Address Line 1: 1370 Broadway

Address Line 2: 2nd Floor

Address Line 4: New York, NEW YORK 11218

NAME OF SUBMITTER:	Chester P. Lustgarten
Signature:	/CPL/
Date:	03/15/2005

**Total Attachments: 3**

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SECURITY INTEREST

WHEREAS, THE NAT NAST COMPANY, INC., a corporation formed under the laws of Delaware located at 18 Marshall Street, South Norwalk, Connecticut 06854 (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 as of October 2, 2002, as amended and supplemented (the "Factoring Agreement"); and

WHEREAS, pursuant to the Factoring Agreement, the Company granted 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.



SCHEDULE A

<u>MARK</u>	<u>SERIAL/REG. NO.</u>	<u>CLASSES</u>
SUITE 46	76-388980	25
NAT'S KIDS and Design	78-242608	25
NAT'S KIDS and Design	78-242603	25
NAT NAST LUXURY ORIGINALS SINCE 1946 and Design	2,825,248	25
Design only	2,846,637	25
Design only	2,809,483	25
Design only	2,858,883	25
NN (Stylized)	2,833,288	25
NAT NAST SWING	2,793,175	25
NAT NAST	78-171870	3, 4, 6, 8, 9, 14, 18, 20, 21, 24, 27, 28, 35
NAT NAST LUXURY ORIGINALS SINCE 1946 and Design	2,689,838	25
NAT NAST	2,502,974	25
GUTTER GEAR	2,308,629	25