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07-21-2005



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To the Director of the U. S. Patent and T

record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):

UGC Funding Corporation

- Individual(s)
- General Partnership
- Corporation-e
- Other
- Association
- Limited Partnership

Citizenship (see guidelines) USA

Execution Date(s) 11/09/2004

Additional names of conveying parties attached? Yes No

3. Nature of conveyance:

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

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: D'Loren Realty LLC d/b/a

Internal Content Holdings

Address: 40th Floor

Street Address: 1330 Avenue of the Americas

City: New York

State: New York

Country: USA Zip: 10019

- Association
- General Partnership
- Limited Partnership
- Other LLC

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 Appllction No.(s)

78/301,227 and 78/340,139

B. Trademark Registration No.(s)

Additional sheet(s) attached? Yes No

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

"BADGLEY MISCHKA" and "BADGLEY MISCHKA"
09/16/2003 12/12/2003

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

Name: Kristie Rubendunst, Legal Assistant

Internal Address: Littman Krooks LLP
20th Floor

Street Address: 655 Third Avenue

City: New York

State: New York Zip: 10017

Phone Number: 212-490-2020

Fax Number: 212-490-2990

Email Address: krubendunst@lk1lp.com

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 65.00

- 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:

Kristie Rubendunst
Signature

January 5, 2005
Date

Kristie Rubendunst, Legal Assistant
Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 2

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK
REEL: 003195 FRAME: 0076

40.00 DP
25.00 DP
01/11/2005 01:11:11
01 FC:6521
02 FC:6522

UCC FINANCING STATEMENT AMENDMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]
 Kristie Rubendunst

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

LITTMANKROOKS LLP
 655 Third Avenue
 New York, NY 10017-5617

krubendunst@lklp.com

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1a. INITIAL FINANCING STATEMENT FILE #
 4316634 7 11/9/2004

1b. This FINANCING STATEMENT AMENDMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS.

2. **TERMINATION:** Effectiveness of the Financing Statement identified above is terminated with respect to security interest(s) of the Secured Party authorizing this Termination Statement.

3. **CONTINUATION:** Effectiveness of the Financing Statement identified above with respect to security interest(s) of the Secured Party authorizing this Continuation Statement is continued for the additional period provided by applicable law.

4. **ASSIGNMENT (full or partial):** Give name of assignee in item 7a or 7b and address of assignee in item 7c; and also give name of assignor in item 9.

5. **AMENDMENT (PARTY INFORMATION):** This Amendment affects Debtor or Secured Party of record. Check only one of these two boxes.

Also check one of the following three boxes and provide appropriate information in items 6 and/or 7.

CHANGE name and/or address: Please refer to the detailed instructions in regards to changing the name/address of a party.
 DELETE name: Give record name to be deleted in item 6a or 6b.
 ADD name: Complete item 7a or 7b, and also item 7c; also complete items 7e-7g (if applicable).

6. CURRENT RECORD INFORMATION:

6a. ORGANIZATION'S NAME

OR

6b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
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7. CHANGED (NEW) OR ADDED INFORMATION:

7a. ORGANIZATION'S NAME
 D'Loren Realty LLC d/b/a Content Holdings

OR

7b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
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7c. MAILING ADDRESS
 1330 Avenue of the Americas, 40th Floor

CITY New York	STATE NY	POSTAL CODE 10019	COUNTRY USA
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7d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	7e. TYPE OF ORGANIZATION LLC	7f. JURISDICTION OF ORGANIZATION New York	7g. ORGANIZATIONAL ID #, if any 13-4081856	<input type="checkbox"/> NONE
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8. **AMENDMENT (COLLATERAL CHANGE):** check only one box.

Describe collateral deleted or added, or give entire restated collateral description, or describe collateral assigned.

9. NAME OF SECURED PARTY OF RECORD AUTHORIZING THIS AMENDMENT (name of assignor, if this is an Assignment). If this is an Amendment authorized by a Debtor which adds collateral or adds the authorizing Debtor, or if this is a Termination authorized by a Debtor, check here and enter name of DEBTOR authorizing this Amendment.

9a. ORGANIZATION'S NAME
 UCC Funding Corporation

OR

9b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
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10. OPTIONAL FILER REFERENCE DATA
 Filed with: DE - Secretary of State; Debtor: BADGLEY MISCHKA LICENSING LLC

F#10814B
 A#195984