

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>		NEW ASSIGNMENT	
<b>NATURE OF CONVEYANCE:</b>		SECURITY INTEREST	
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
J. Mendel Inc.		08/31/2011	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Rosenthal & Rosenthal, Inc.		
<b>Street Address:</b>	1370 Broadway		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10018		
<b>Entity Type:</b>	CORPORATION: NEW YORK		
<b>PROPERTY NUMBERS Total: 4</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	76517515	J. MENDEL	
<b>Serial Number:</b>	76517514	J. MENDEL	
<b>Serial Number:</b>	75975065	THE WORKSHOP BY J. MENDEL	
<b>Serial Number:</b>	73527904	J. MENDEL	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(212)564-6083		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	(212) 947-7200		
<b>Email:</b>	jdougherty@nationalcorp.com		
<b>Correspondent Name:</b>	Joseph Dougherty		
<b>Address Line 1:</b>	National Corporate Research		
<b>Address Line 2:</b>	10 E. 40th Street		
<b>Address Line 4:</b>	New York, NEW YORK 10016		
<b>ATTORNEY DOCKET NUMBER:</b>	N342010		
<b>NAME OF SUBMITTER:</b>	Carolyn Camacho		

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Signature:	/Carolyn Camacho/
Date:	09/01/2011
Total Attachments: 3 source=J. Mendel filing#page1.tif source=J. Mendel filing#page2.tif source=J. Mendel filing#page3.tif	

## SECURITY INTEREST

WHEREAS, J. MENDEL INC., a corporation formed under the laws of Delaware located at 463 Seventh Ave., New York, NY 10018 (the "Company"), has adopted, used and is using the marks annexed hereto as Schedule A (the "Mark"), 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 August 31, 2011, as amended (referred to as the "Factoring Agreement"); and

WHEREAS, the Company is seeking to increase its credit extension pursuant to the Factoring Agreement, and the Company is now granting 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 (collectively, the "Collateral"), which security interest shall secure all the Obligations as defined in the Factoring Agreement and in accordance with the terms and provisions thereof.

The Company expressly acknowledges and affirms that the rights and remedies of the Factor with respect to the security interest granted hereby are more fully set forth in the Factoring Agreement.

Upon indefeasible payment in full of the Obligations, the security interest granted hereby shall terminate with respect to all Collateral and all rights to the Collateral shall revert to you or any other Person entitled thereto. At such time, we shall execute and deliver to you the appropriate termination statements, releases and other documents reasonably requested

by you to evidence such termination and authorize the filing of any such appropriate termination statement, release or other document to terminate such security interests.

Dated: August 31, 2011

J. MENDEL INC.

By: Angela Romano  
Name/Title CFO

STATE OF New York COUNTY OF New York

On the 31 day of August in the year 2011 before me, the undersigned, personally appeared Angela Romano personally known to me or proved to me on the basis of satisfactory evidence to the individual whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity and that by his/her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

A. Spalevic  
Notary Public

ALEKSANDRA S. SPALEVIC  
Notary Public, State of New York  
No. 01SP5085314  
Qualified in New York County  
Commission Expires September 22, 2013

SCHEDULE 'A'

Trademark	Serial/Reg. No.
J. Mendel	76517515/2831708
J. Mendel	76517514/2829695
The Workshop by J. Mendel	75975065/1984745
J. Mendel	73527904/1428455

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