

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.		11/13/2012	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Salus Capital Partners, LLC
Street Address:	197 First Avenue, Suite 250
City:	Needham
State/Country:	MASSACHUSETTS
Postal Code:	02494
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 11

Property Type	Number	Word Mark
Registration Number:	2769397	BLUEFLY
Registration Number:	2579760	BLUEFLY
Registration Number:	3468463	BLUEFLY
Registration Number:	3409665	BLUEFLY
Registration Number:	2427015	FLYPAPER
Registration Number:	3254500	STEAL-A-DAY
Registration Number:	3294468	THAT'S WHY I BLUEFLY
Registration Number:	3278399	THE ULTIMATE HOOK-UP FOR THE FASHION OBSESSED
Registration Number:	4223135	FLY AND MIGHTY
Registration Number:	4199995	BELLE AND CLIVE
Registration Number:	4219316	COLETTE NICOLAI

CORRESPONDENCE DATA

Fax Number: 6175024041

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent

OP \$290.00 2769397

via US Mail.

Email: rchase@choate.com
Correspondent Name: Rachel Chase
Address Line 1: Two International Place
Address Line 2: Choate, Hall & Stewart
Address Line 4: Boston, MASSACHUSETTS 02110

NAME OF SUBMITTER:	Rachel Chase
Signature:	/rsc/
Date:	11/14/2012

Total Attachments: 4

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GRANT OF SECURITY INTEREST IN TRADEMARKS

November 13, 2012

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, BLUEFLY, INC., a Delaware corporation with its principal office at 42 West 39th Street, New York, New York 10018 (the "Grantor"), hereby grants to SALUS CAPITAL PARTNERS, LLC, a Delaware limited liability company with its principal office at 197 First Avenue, Suite 250, Needham, Massachusetts 02494 (the "Grantee"), a continuing security interest in (i) all of the Grantor's right, title and interest in, to and under to the trademarks, trademark registrations and trademark applications set forth on Schedule A attached hereto (the "Marks"), (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 Security Agreement by and between the Grantor and the Grantee, dated as of November 13, 2012 (as amended, modified, restated and/or supplemented 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.

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IN WITNESS WHEREOF, the undersigned have executed this Grant as of the date first above written.

GRANTOR:

BLUEFLY, INC.

By: 

Name: Joseph Park

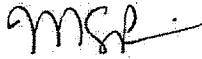
Title: Chief Executive Officer

[Signature Page to Grant of Security Interest (Trademarks)]

TRADEMARK
REEL: 004900 FRAME: 0318

GRANTEE:

SALUS CAPITAL PARTNERS, LLC



By: _____

Name: Marc S. Price

Title: Senior Vice President

[Signature Page to Grant of Security Interest (Trademarks)]

TRADEMARK
REEL: 004900 FRAME: 0319

SCHEDULE A

Mark	Reg. No.	Reg. Date
Bluefly	2769397	September 30, 2003
Bluefly	2579760	June 11, 2002
Bluefly & Fly Design	3468463	July 15, 2008
Bluefly (stylized)	3409665	April 8, 2008
Flypaper	2427015	February 6, 2001
Steal-A-Day	3254500	June 26, 2007
That's Why I Bluefly	3294468	September 18, 2007
The Ultimate Hook-Up for the Fashion Obsessed	3278399	August 14, 2007
FLY AND MIGHTY	4223135	October 9, 2012
BELLE AND CLIVE	4199995	August 28, 2012
COLETTE NICOLAI	4219316	October 2, 2012