

**PATENT ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	SECURITY AGREEMENT
<b>CONVEYING PARTY DATA</b>	
<b>Name</b>	<b>Execution Date</b>
Ellery Homestyles, LLC	03/16/2006
<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	Capital Factors LLC
<b>Street Address:</b>	1700 Broadway
<b>City:</b>	New York
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	10019
<b>PROPERTY NUMBERS Total: 1</b>	
<b>Property Type</b>	<b>Number</b>
Application Number:	11177109
<b>CORRESPONDENCE DATA</b>	
<b>Fax Number:</b>	(866)826-5420
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
<b>Phone:</b>	3016380511
<b>Email:</b>	ipresearchplus@comcast.net
<b>Correspondent Name:</b>	IP Research Plus, Inc.
<b>Address Line 1:</b>	21 Tadcaster Circle
<b>Address Line 2:</b>	Attn: Penelope J.A. Agodoa
<b>Address Line 4:</b>	Waldorf, MARYLAND 20602
<b>NAME OF SUBMITTER:</b>	Penelope J.A. Agodoa
<b>Total Attachments: 4</b> source=30618#page1.tif source=30618#page2.tif source=30618#page3.tif source=30618#page4.tif	

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## TRADEMARK ASSIGNMENT OF SECURITY INTEREST

WHEREAS, Ellery Homestyles, LLC, a limited liability company formed under the laws of New York, located at 295 Fifth Avenue, New York, New York 10006 ("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 Capital Factors LLC ("Factor") pursuant to (i) a certain Factoring Agreement, dated the date hereof, between Factor and Borrower and (ii) a certain Trademark Collateral Security Agreement, dated the date hereof, made by Borrower in favor of Factor (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 Factor 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 Factor and grant to Factor 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.

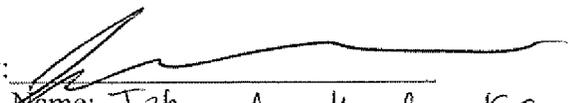
Borrower expressly acknowledges and affirms that the rights and remedies of Factor with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: March 14, 2006

ELLERY HOMESTYLES, LLC

By:   
Name: Budd S. Goldman  
Title: Chief Executive Officer

CAPITAL FACTORS LLC

By:   
Name: John A. Hendrickson  
Title: Senior Vice President

STATE OF New York )  
: ss.: 09646403  
COUNTY OF New York )

On this 14 day of March, 2006, before me personally came Budd S. Goldman, to me known, who, being by me duly sworn, did depose and say that s/he is the Chief Executive Officer of Ellery Homestyles, LLC, the limited liability company described in and which executed the foregoing instrument; and that s/he signed her/his name thereto by order of the members of said limited liability company.

  
\_\_\_\_\_  
Notary Public

STATE OF New York )  
: ss.:  
COUNTY OF New York )

**Joselyn Fine**  
Notary Public, State of New York  
No. 01F16139884  
Qualified in New York County  
Commission Expires 1/17/2010

On this 13 day of March, 2006, before me personally came John A. Hendrick, Sr., to me known, who, being by me duly sworn, did depose and say that s/he is the Senior V.P. of Capital Factors LLC, the limited liability company described in and which executed the foregoing instrument; and that s/he signed her/his name thereto by order of the members of said limited liability company.

  
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Notary Public

**NERI M. CALDERON**  
Notary Public, State of New York  
No. 01CA6118625  
Qualified in Kings County  
Commission Expires Nov. 15, 2008

**SCHEDULE A**

Trademark	Cty	Status	App No	File Date	Reg No	Reg Date	Renewal
FEET SEAT	US	Registered	78/137,627	21-Jun-2002	2,796,174	16-Dec-2003	16-Dec-2013
AT EASE	US	Pending	78/611,803	19-Apr-2005			
BOYFRIEND PILLOW	US	Published	78/483,694	15-Sep-2004			
ECLIPSE	US	Pending	78/662,584	01-Jul-2005			
GIRLFRIEND PILLOW	US	Published	78/483,695	15-Sep-2004			
HEADS UP	US	Pending	78/623,010	04-May-2005			
THE ELLERY 6 WAY PILLOW	US	Published	78/378,745	04-Mar-2004			