

**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
Scoop Management LLC		06/13/2008	LIMITED LIABILITY COMPANY: NEW YORK

**RECEIVING PARTY DATA**

Name:	Israel Discount Bank of New York
Street Address:	511 Fifth Avenue
City:	New York
State/Country:	NEW YORK
Postal Code:	10017
Entity Type:	Banking Corporation: NEW YORK

**PROPERTY NUMBERS Total: 8**

Property Type	Number	Word Mark
Registration Number:	3329485	S.C.P. #96
Registration Number:	3300031	S.C.P.
Registration Number:	3180752	SCOOP KIDS
Serial Number:	77011023	S.C.P.
Serial Number:	77383016	S.C.P.
Serial Number:	77258340	SCOOP BEACH
Serial Number:	77360276	SCOOP NYC
Serial Number:	77362355	WHAT'S THE SCOOP

**CORRESPONDENCE DATA**

Fax Number: (312)803-2209  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 212-407-4000  
 Email: aocasio@loeb.com  
 Correspondent Name: Kevin M. Eisenberg - LOEB & LOEB LLP

CH \$215.00 3329485

Address Line 1: 345 Park Avenue  
Address Line 4: New York, NEW YORK 10154

ATTORNEY DOCKET NUMBER:	204956-10003
NAME OF SUBMITTER:	Kevin M. Eisenberg
Signature:	/Kevin M. Eisenberg/
Date:	06/24/2008

**Total Attachments: 10**

source=Joinder\_and\_Amendment\_to\_IP\_Security\_Agreement#page1.tif  
source=Joinder\_and\_Amendment\_to\_IP\_Security\_Agreement#page2.tif  
source=Joinder\_and\_Amendment\_to\_IP\_Security\_Agreement#page3.tif  
source=Joinder\_and\_Amendment\_to\_IP\_Security\_Agreement#page4.tif  
source=Joinder\_and\_Amendment\_to\_IP\_Security\_Agreement#page5.tif  
source=Joinder\_and\_Amendment\_to\_IP\_Security\_Agreement#page6.tif  
source=Joinder\_and\_Amendment\_to\_IP\_Security\_Agreement#page7.tif  
source=Joinder\_and\_Amendment\_to\_IP\_Security\_Agreement#page8.tif  
source=Joinder\_and\_Amendment\_to\_IP\_Security\_Agreement#page9.tif  
source=Joinder\_and\_Amendment\_to\_IP\_Security\_Agreement#page10.tif

**ISRAEL DISCOUNT BANK OF NEW YORK**  
**511 Fifth Avenue**  
**New York, New York 10017**

June 13, 2008

TO THE PARTIES SET FORTH  
ON SCHEDULE A

c/o Scoop Management LLC  
532 Broadway, 4<sup>th</sup> Floor  
New York, New York 10012

**Re: Joinder and Amendment to Intellectual Property Security Agreement**

Ladies and Gentlemen:

Reference is made to that certain (a) Loan and Security Agreement dated as November 18, 2003 (as amended, supplemented, modified and/or restated from time to time, the "Existing Loan Agreement") among Israel Discount Bank of New York ("IDBNY"), Scoop Management LLC ("Scoop Management LLC"), Scoop East LLC ("Scoop East"), Scoop Soho LLC ("Scoop Soho"), Scoop Beach LLC ("Scoop Beach"), Scoop LI LLC ("Scoop LI"), Scoop Shore Club LLC ("Scoop Shore"), Scoop 14 LLC ("Scoop 14"), Scoop CT LLC ("Scoop CT"), Scoop Web LLC ("Scoop Web"), Scoop Chicago Merger LLC ("Scoop Chicago Merger"), Scoop Chicago LLC (f/k/a Scoop IL Merger LLC and successor in interest to Scoop Chicago Inc.) ("Scoop Chicago LLC"), Scoop Las Vegas LLC ("Scoop Las Vegas") and Scoop Long Island LLC ("Scoop Long Island") (Scoop Management LLC, Scoop East, Scoop Soho, Scoop Beach, Scoop LI, Scoop Shore, Scoop 14, Scoop CT, Scoop Web, Scoop Chicago Merger, Scoop Chicago LLC, Scoop Las Vegas and Scoop Long Island, each an "Existing Company" and collectively, "Existing Companies"), and (b) Intellectual Property Security Agreement, dated as of January 18, 2006, made by Existing Companies in favor of IDBNY (as amended, supplemented, modified and/or restated from time to time, the "IP Security Agreement"). Capitalized terms used herein that are not defined shall have the meanings given to them in the IP Security Agreement.

In consideration of IDBNY's agreement to amend and restate the Existing Loan Agreement pursuant to that certain Amended and Restated Loan and Security Agreement dated as of the date hereof (as amended, restated, modified and/or supplemented from time to time, the "Amended and Restated Loan Agreement") entered into by and among IDBNY, Existing Companies, Scoop Atlantic City, LLC ("Scoop AC") and Scoop Dallas, LLC ("Scoop Dallas") together with the Existing Companies and Scoop AC, each a "Grantor" and collectively, "Grantors"), and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each of the undersigned hereby agrees as follows:

1. Joinder to Subordination Agreement. By their signatures below, each of Scoop AC and Scoop Dallas hereby agrees that:

(a) it shall be added as an additional Grantor under the IP Security Agreement and all references to “Grantor” or “Grantors” thereunder shall hereafter be deemed to include Scoop AC and Scoop Dallas; and

(b) it shall be a Grantor under the IP Security Agreement and shall be bound by the provisions of the IP Security Agreement applicable to a Grantor.

2. Amendment and Restatement of Schedule. Each of Grantor and IDBNY hereby agree that Schedule II to the IP Security Agreement shall be amended and restated in its entirety as set forth on Schedule B attached hereto.

Except as expressly provided herein, all of the representations, warranties, terms, covenants and conditions of the IP Security Agreement shall remain unamended and shall continue to be and shall remain in full force and effect in accordance with their respective terms. The amendment set forth herein shall be limited precisely as provided for herein to the provision expressly amended herein and shall not be deemed an amendment or modification of any other term or provision of the IP Security Agreement.

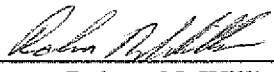
This letter agreement shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns and shall be governed by and construed in accordance with the laws of the State of New York.

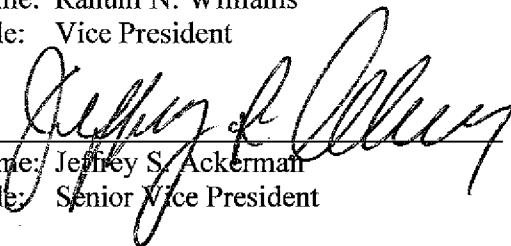
**[Remainder of Page Intentionally Left Blank]**

This letter agreement may be executed by the parties hereto in one or more counterparts, each of which shall be deemed an original and all of which when taken together shall constitute one and the same agreement. Any signature delivered by a party by facsimile or electronic transmission shall be deemed to be an original signature hereto.

Very truly yours,

**ISRAEL DISCOUNT BANK OF NEW YORK**

By:   
Name: Rahum N. Williams  
Title: Vice President

By:   
Name: Jeffrey S. Ackerman  
Title: Senior Vice President

**SCOOP MANAGEMENT LLC**

By: \_\_\_\_\_  
Name: Melanie Cox  
Title: President and Chief Executive Officer

- SCOOP LI LLC
- SCOOP EAST LLC
- SCOOP BEACH LLC
- SCOOP 14 LLC
- SCOOP SHORE CLUB LLC
- SCOOT CT LLC
- SCOOP WEB LLC
- SCOOP SOHO LLC
- SCOOP LAS VEGAS LLC
- SCOOP CHICAGO LLC
- SCOOP CHICAGO MERGER LLC
- SCOOP LONG ISLAND LLC
- SCOOP ATLANTIC CITY, LLC
- SCOOP DALLAS, LLC

By: Scoop Management LLC, their sole member

By: \_\_\_\_\_  
Name: Melanie Cox  
Title: President and Chief Executive Officer

This letter agreement may be executed by the parties hereto in one or more counterparts, each of which shall be deemed an original and all of which when taken together shall constitute one and the same agreement. Any signature delivered by a party by facsimile or electronic transmission shall be deemed to be an original signature hereto.

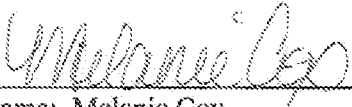
Very truly yours,

**ISRAEL DISCOUNT BANK OF NEW YORK**

By: \_\_\_\_\_  
Name:  
Title:

By: \_\_\_\_\_  
Name:  
Title:

**SCOOP MANAGEMENT LLC**

By:   
Name: Melanie Cox  
Title: President and Chief Executive Officer

- SCOOP LI LLC
- SCOOP EAST LLC
- SCOOP BEACH LLC
- SCOOP 14 LLC
- SCOOP SHORE CLUB LLC
- SCOOP CT LLC
- SCOOP WEB LLC
- SCOOP SOHO LLC
- SCOOP LAS VEGAS LLC
- SCOOP CHICAGO LLC
- SCOOP CHICAGO MERGER LLC
- SCOOP LONG ISLAND LLC
- SCOOP ATLANTIC CITY, LLC
- SCOOP DALLAS, LLC

By: Scoop Management LLC, their sole member

By:   
Name: Melanie Cox  
Title: President and Chief Executive Officer

### Schedule A

- Scoop Management LLC
- Scoop 14 LLC
- Scoop Atlantic City, LLC
- Scoop Beach LLC
- Scoop Chicago LLC
- Scoop Chicago Merger LLC
- Scoop CT LLC
- Scoop Dallas, LLC
- Scoop East LLC
- Scoop Las Vegas LLC
- Scoop LI LLC
- Scoop Long Island LLC
- Scoop Shore Club LLC
- Scoop Soho LLC
- Scoop Web LLC

**Schedule B**

SCHEDULE II

to

INTELLECTUAL PROPERTY SECURITY AGREEMENT

I. TRADEMARK REGISTRATIONS

Trademark	Owner	Class	Filing Date Serial Number	Date Issued Registration Number	Country
Scoop Shore Club	Scoop Management LLC	35	10/8/1999 75/816,899	4/2/2002 2,556,795	United States
Scoop It Up	Scoop Management LLC	14	4/26/2000 76033979	6/25/2002 2586216	United States
Scoop It Up	Scoop Management LLC	25	4/26/2000 76033980	6/25/2002 2586217	United States
Scoop Beach	Scoop Management LLC	35	10/8/1999 75/816,896	2/27/2001 2,431,112	United States
Scoop Street	Scoop Management LLC	35	10/8/1999 75/816,895	2/27/2001 2,431,111	United States
Scoop NYC	Scoop Management LLC	35	10/8/1999 75/816,898	4/17/2001 2,444,013	United States
Scoop	Scoop Management LLC	25	3/24/1993 74/370,761	4/2/1996 1,964,866	United States
Scoop plus Design	Scoop Management LLC	35	4/8/2002 76393630	8/26/2003 2,755,389	United States
Scoop plus Design	Scoop Management LLC	14	12/30/2003 76/567598	12/21/2004 2912564	United States
Scoop plus Design	Scoop Management LLC	16	12/30/2003 76/567599	12/21/2004 2912565	United States
Scoop plus Design	Scoop Management LLC	18	12/30/2003 76/567595	12/21/2004 2912561	United States
Scoop plus Design	Scoop Management LLC	20	12/30/2003 76/567,600	7/18/2006 3117610	United States



Trademark	Owner	Class	Filing Date Serial Number	Date Issued Registration Number	Country
Scoop plus Design	Scoop Management LLC	24	12/30/2003 76/567596	12/21/2004 2912562	United States
Scoop plus Design	Scoop Management LLC	25	12/30/2003 76/567594	12/21/2004 2912560	United States
Scoop plus Design	Scoop Management LLC	26	12/30/2003 76/567597	12/21/2004 2912563	United States
Scoop plus Design	Scoop Management LLC	32	12/30/2003 76/567592	12/21/2004 2912559	United States
Scoop - Starting Young plus Logo	Scoop Management LLC	25	12/30/2003 76/567593	10/11/2005 3005428	United States
The Ultimate Closet plus Design	Scoop Management LLC	25	12/30/2003 76/567590	2/1/2005 2,922,305	United States
Blend It	Scoop Management LLC	43	12/30/2003 76/567,591	3/22/2005 2,934,465	United States
SCOOP - VEGAS	Scoop Management LLC	35	12/31/2003 78/346944	6/20/2006 3107628	United States
The Ultimate Closet	Scoop Management LLC	35	1/27/2004 76/572,546	3/21/2006 3,071,518	United States
Scoop Plus Design	Scoop Management LLC	35- Online retail	1/20/2004 76/571166	2/22/2005 2,927,491	United States
SCOOP KIDS plus logo	Scoop Management LLC	25	9/22/2004 76/613281	1/17/2006 3,043,890	United States
SCOOP KIDS plus logo	Scoop Management LLC	35	1/23/2006 78/797,336	12/5/2006 3,180,752	United States
S.C.P. plus Design	Scoop Management LLC	35	6/7/2006 78/902,836	9/25/2007 3,300,031	United States
S.C.P. #96 plus Design	Scoop Management LLC	25	7/31/2006 78/941,077	11/6/2007 3,329,485	United States
SCOOP NYC plus Logo	Scoop Management LLC	25	1/19/2005 1038214	1/19/2005 1038214	Australia
SCOOP NYC plus Logo	Scoop Management LLC	35	9/16/2005 1076155	9/16/2005 1076155	Australia

Trademark	Owner	Class	Filing Date Serial Number	Date Issued Registration Number	Country
Scoop plus Design	Scoop Management LLC	35	4/13/2004 1210492	3/31/2006 661,934	Canada
Scoop	Scoop Management LLC	14,18,25	10/28/1999 1363928	10/28/1999 1363928	CTM
Scoop plus Design	Scoop Management LLC	3, 9, 35	4/30/2004 3810686	4/30/2004 3810686	CTM
WHAT'S THE SCOOP	Scoop Management LLC	25	7/26/2005 300465093	7/26/2005 300465093	Hong Kong
SCOOP STREET	Scoop Management LLC	25	7/26/2005 300465101	7/26/2005 300465101	Hong Kong
SCOOPSTREET	Scoop Management LLC	25	3/7/2005 2005-19379	8/19/2005 4888226	Japan
SCOOPKIDS	Scoop Management LLC	25	3/7/2005 2005-19378	8/19/2005 4888225	Japan
SCOOPNYC	Scoop Management LLC	3	11/16/2005 2005-107975	1/12/2007 5,016,817	Japan
Scoop plus logo	Scoop Management LLC	35	12/17/2005 74169	12/17/2005 62976	Kuwait
SCOOP NYC plus Design	Scoop Management LLC	35	12/6/2005 101702	4/19/2007 911/03	Saudi Arabia
Scoop plus Design	Scoop Management LLC	25	1/31/2005 50744/2005	9/22/2005 538026	Switzerland
Scoop Street	Scoop Management LLC	25	7/25/2005 094035399	3/1/2006 094035399	Taiwan
WHAT'S THE SCOOP	Scoop Management LLC	25	7/25/2005 094035400	3/1/2006 094035400	Taiwan

## II. TRADEMARK APPLICATIONS

Trademark	Owner	Class	Filing Date Serial Number	Date Issued Registration Number	Country
<b>S.C.P. plus Design</b>	Scoop Management LLC	25	9/29/2006 77/011,023	Pending	United States

<b>Trademark</b>	<b>Owner</b>	<b>Class</b>	<b>Filing Date Serial Number</b>	<b>Date Issued Registration Number</b>	<b>Country</b>
<b>Scoop Beach plus Design</b>	Scoop Management LLC	25	8/17/2007 77/258,340	Pending	United States
<b>Scoop NYC plus Design</b>	Scoop Management LLC	4	12/27/2007 77/360,276	Pending	United States
<b>WHAT'S THE SCOOP plus Design</b>	Scoop Management LLC	35	1/2/2008 77/362,355	Pending	United States
<b>S.C.P. plus Design</b>	Scoop Management LLC	3	1/29/2008 77/383,016	Pending	United States
<b>SCOOP NYC and Design</b>	Scoop Management LLC	25	2/16/2005 827167857	Pending	Brazil
<b>Scoop plus Design</b>	Scoop Management LLC	35	4/6/2004 4009280	Pending	China
<b>WHAT'S THE SCOOP</b>	Scoop Management LLC	25	9/1/2005 4871325	Pending	China
<b>SCOOP STREET</b>	Scoop Management LLC	25	9/1/2005 4871324	Pending	China
<b>Scoop Beach plus Design</b>	Scoop Management LLC	14,18,25	8/20/2007 6 213 094	Pending	CTM
<b>Scoop plus Design</b>	Scoop Management LLC	35	3/17/2004 300179532	Pending	Hong Kong
<b>SCOOP NYC (Stylized)</b>	Scoop Management LLC	35	5/8/2006 189998	Pending	Israel
<b>What's The Scoop</b>	Scoop Management LLC	25	3/7/2005 2005-19377	8/19/2005 [Pending] 4888224	Japan
<b>SCOOP plus Design</b>	Scoop Management LLC	25	3/2/2005 704949	Pending	Mexico
<b>SCOOP plus Design</b>	Scoop Management LLC	25	1/20/2005 20055700895	Pending	Russia
<b>Scoop plus logo</b>	Scoop Management LLC	35	5/3/2006 80277	Pending	UAE

III. ABANDONED, CANCELLED AND HALTED TRADEMARKS AND TRADEMARK APPLICATIONS

<b>Trademark</b>	<b>Owner</b>	<b>Class</b>	<b>Filing Date Serial Number</b>	<b>Date Issued Registration Number</b>	<b>Country</b>
<b>Stefani's Scoop</b>	Scoop Management LLC	25	9/14/1999 75799036	Abandoned	United States
<b>What's the Scoop</b>	Scoop Management LLC	35	10/8/1999 75/816894	Abandoned	United States
<b>Meat</b>	Scoop Management LLC	43	7/2/2004 76/600479	Abandoned	United States
<b>Scoop</b>	Scoop Management LLC	25	11/2/1999 11-99671	Abandoned	Japan
<b>Scoop NYC</b>	Scoop Management LLC	3	3/7/2005 2005-19380	Abandoned	Japan
<b>Scoop plus Design</b>	Scoop Management LLC	25	1/21/2005 94003293	Abandoned	Taiwan
<b>SCOOP plus Design</b>	Scoop Management LLC	25		Canceled	Argentina
<b>SCOOP</b>	Scoop Management LLC	25		Canceled	Jordan
<b>Scoop NYC</b>	Scoop Management LLC	3	11/12/2002 76/469,687	Halted	United States
<b>Scoop plus Design</b>	Scoop Management LLC	3	11/12/2002 76469686	Halted	United States