

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Security Agreement

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
AM Retail Group, Inc.		07/22/2008	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	The CIT Group/Commercial Services, Inc.
<b>Street Address:</b>	11 West 42nd Street
<b>City:</b>	New York
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	10036
<b>Entity Type:</b>	Financial Institution:

**PROPERTY NUMBERS Total: 12**

Property Type	Number	Word Mark
Registration Number:	3362379	M. JULIAN
Registration Number:	1584804	PELLE STUDIO
Registration Number:	1509338	STREET LEGAL
Registration Number:	1345221	THE WALLET WORKS
Registration Number:	1553733	TRADITIONAL TRENDS
Registration Number:	1505297	BERMANS B
Registration Number:	1571024	MAXIMA
Registration Number:	1512778	PELLE CUIR
Registration Number:	1804490	T W TANNERY WEST
Registration Number:	1565929	TANNERY WEST
Registration Number:	1578324	EL PORTAL
Registration Number:	2689982	B BENTLEY'S TRAVELWARE

**CORRESPONDENCE DATA**

**OP \$315.00 3362379**

Fax Number: (866)826-5420  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 3016380511  
Email: ipresearchplus@comcast.net  
Correspondent Name: IP Research Plus, Inc.  
Address Line 1: 21 Tadcaster Circle  
Address Line 2: Attn: Penelope J.A. Agodoa  
Address Line 4: Waldorf, MARYLAND 20602

ATTORNEY DOCKET NUMBER:	33515
NAME OF SUBMITTER:	Penelope J.A. Agodoa
Signature:	/pja/
Date:	07/30/2008

Total Attachments: 4  
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## TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, AM RETAIL GROUP, INC., a corporation formed under the laws of Delaware, located at 512 Seventh Avenue, New York, New York 10018 ("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 The CIT Group/Commercial Services, Inc. ("CIT") and various other financial institutions (collectively, "Lenders") and CIT as agent for Lenders ("Agent") pursuant to (i) a certain Amended and Restated Financing Agreement, dated as of April 3, 2008 (as amended by Joinder and Amendment No. 1 to Amended and Restated Financing Agreement, dated as of July 21, 2008 ("Amendment No. 1)), among Agent, Lenders and Borrower and (ii) a certain Amended and Restated Grant of Security Interest in Patents, Trademarks and Licenses, dated as of April 3, 2008, and effectively amended to include the Borrower as an additional Grantor thereunder pursuant to the terms of Amendment No. 1, made by the Grantors (as defined therein) in favor of Agent (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

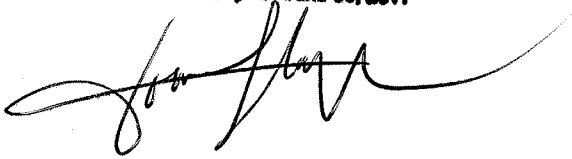
WHEREAS, pursuant to the Agreements, Borrower is granting to Agent for its benefit and for the ratable benefit of Lenders a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Borrower does hereby assign unto Agent for its benefit and for the ratable benefit of Lenders and grant to Agent for its benefit and for the ratable benefit of Lenders 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 Agent and Lenders with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: New York, New York  
July 22, 2008

JOAN LLOYD  
Notary Public, State of New York  
No. 01LL4751042  
Qualified in Queens County  
Certificate Filed in NYC County  
Commission Expires June 30, 2011



AM RETAIL GROUP, INC., as Borrower

By: 

Name: Neal S. Nackman

Its: VP - Finance

THE CIT GROUP/COMMERCIAL  
SERVICES, INC., as Agent

By: 

Name: EDWARD J. AHEARN

Its: SENIOR VICE PRESIDENT

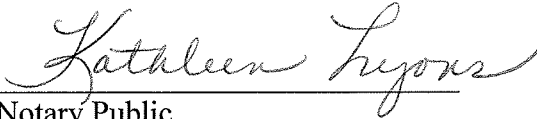
STATE OF NEW YORK )

: ss.:

COUNTY OF NEW YORK )

On this 18<sup>th</sup> day of July, 2008, before me personally came NEAL NACKMEN, to me known, who, being by me duly sworn, did depose and say that s/he is the VP-Finance of AM Retail Group, Inc., the corporation described in and which executed the foregoing instrument; and that s/he signed her/his name thereto by order of the board of directors of said corporation.

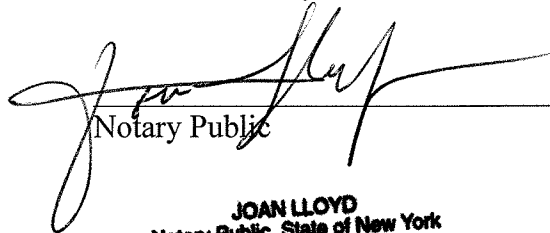
**KATHLEEN LYONS**  
Notary Public, State of New York  
No. 01SC6068634  
Qualified in New York County  
Commission Expires January 07, 2010  
STATE OF NEW YORK )

  
Notary Public

: ss.:

COUNTY OF NEW YORK )

On this 22 day of July, 2008, before me personally came Edward J. Ahearn, to me known, who, being by me duly sworn, did depose and say that he is the Senior Vice President of The CIT Group/Commercial Services, Inc., the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said corporation.

  
Notary Public





**JOAN LLOYD**  
Notary Public, State of New York  
No. 01LL4751042  
Qualified in Queens County  
Certificate Filed in NYC County  
Commission Expires June 30, 2011

TRADEMARK

REEL: 003825 FRAME: 0558

## SCHEDULE A

Schedule A to a Trademark Assignment of Security dated July 22, 2008 by and between AM Retail Group, Inc. and The CIT Group Commercial Services, Inc., as Agent.

REGISTRATION NO. OR APPLICATION NO.	REGISTRATION OR FILING DATE	MARK
3362379	01-Jan-08	M. JULIAN
1584804	27-Feb-90	PELLE STUDIO
1509338	18-Oct-88	
1345221	25-Jun-85	THE WALLET WORKS
1553733	29-Aug-89	TRADITIONAL TRENDS
1505297	20-Sep-88	 BERMAN
1571024	12-Dec-89	MAXIMA
1512778	15-Nov-88	PELLE CUR
1804490	16-Nov-93	 TANNERY WEST
1565929	14-Nov-89	TANNERY WEST
1578324	16-Jan-90	EL PORTAL
2689982	25-Feb-03	 BENTLEY'S TRAVELWAAP