

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
Rebecca Minkoff Holdings LLC		09/01/2011	LIMITED LIABILITY COMPANY: FLORIDA
RECEIVING PARTY DATA			
Name:	Rosenthal & Rosenthal, Inc.		
Street Address:	1370 Broadway		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10018		
Entity Type:	CORPORATION: NEW YORK		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Serial Number:	85249891	R&EM	
Serial Number:	77945380	MORNING AFTER CLUTCH	
Serial Number:	77945371	MORNING AFTER BAG	
Serial Number:	77945348	MINKETTE	
CORRESPONDENCE DATA			
Fax Number:	(212)564-6083		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	212 947-7200		
Email:	jdougherty@nationalcorp.com		
Correspondent Name:	Joseph Dougherty		
Address Line 1:	National Corporate Research		
Address Line 2:	10 E 40th St., 10th FL		
Address Line 4:	New York, NEW YORK 10016		
ATTORNEY DOCKET NUMBER:	N342131		

OP \$115.00 85249891

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**TRADEMARK
 REEL: 004618 FRAME: 0179**

NAME OF SUBMITTER:	Omar Barbero
Signature:	/Omar Barbero/
Date:	09/07/2011
Total Attachments: 3 source=Rebecca Minkoff Holdings LLC#page2.tif source=Rebecca Minkoff Holdings LLC#page3.tif source=Rebecca Minkoff Holdings LLC#page4.tif	

SECURITY INTEREST

WHEREAS, REBECCA MINKOFF HOLDINGS LLC, a limited liability company formed under the laws of Florida located at 33 West 17th Street, 6th Floor New York, NY 10011(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 February 23, 2007, 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, which security interest shall secure all the Obligations as defined in the Factoring Agreement and in accordance with the terms and provisions thereof.

SCHEDULE A

<u>MARK</u>	<u>SERIAL/REG. NO.</u>	<u>DATE</u>
R&EM	85249891	February 23, 2011
MORNING AFTER CLUTCH	77945380	February 25, 2010
MORNING AFTER BAG	77945371	February 25, 2010
MINKETTE	77945348	February 25, 2010

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