### 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		109/01/2011	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

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 212 947-7200

Email: jdougherty@nationalcorp.com

Correspondent Name: Joseph Dougherty

Address Line 1: National Corporate Research

10 E 40th St., 10th FL Address Line 2:

Address Line 4: New York, NEW YORK 10016

ATTORNEY DOCKET NUMBER: N342131

**REEL: 004618 FRAME: 0179** 

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**TRADEMARK** 

NAME OF SUBMITTER:	Omar Barbero
Signature:	/Omar Barbero/
Date:	09/07/2011
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TRADEMARK
REEL: 004618 FRAME: 0180

# SECURITY INTEREST

WHEREAS, REBECCA MINKOFF HOLDINGS LLC, a limited liability company formed under the laws of Florida located at 33 West 17<sup>th</sup> Street, 6<sup>th</sup> 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.

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The Company expressly acknowledges and affirms that the rights and remedies of the Factor with respect to the security interest granted hereby are more fully set forth in the Factoring Agreement.

Dated: September 1, 2011

REBEC	CA MIN	KOF	T HOLDINGS
LLC	0		
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Title: Member MANAGER

Yehuda Limited Partnership- Member

By: India November LLC - Member
By:
Uri Minkoff, Manager

STATE OF NEW YORK	)	
•	) ;	SS.:
COUNTY OF NEW YORK	)	

On the <u>I</u> day of September, 2011 before me, the undersigned, personally came sworn, URI MINKOFF, that he is the Member of Rebecca Minkoff Holdings LLC. described in and which executed the foregoing instrument; that he executed the same in such capacity and that he had authority to execute such instrument and that by his signature on the instrument, the limited liability company duly executed the instrument.

NOMARY/PRIMERO
NOTARY PUBLIC, State of New York
No. 01BA4799597
Qualified in Queens County
Commission Expires July 31, 2013

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# SCHEDULE A

MARK	SERIAL/REG. NO.	DATE
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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REEL: 004618 FRAME: 0183