TRADEMARK ASSIGNMENT

Electronic Version v1.1 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT	
NATURE OF CONVEYANCE:	SECURITY INTEREST	
EFFECTIVE DATE:	04/06/2006	

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
HB-GM Acquisition LLC		104/06/2006 1	LIMITED LIABILITY COMPANY: NEW YORK

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: 14

Property Type	Number	Word Mark
Registration Number:	2901795	BY WOMYN
Registration Number:	2698611	RYAN SCOTT
Registration Number:	2867216	ENOUGH ABOUT ME
Registration Number:	2638817	CLOTHES THAT FIT YOUR LIFE
Registration Number:	2603581	GMDG GM DESIGN GROUP
Registration Number:	2480290	WOMYN
Registration Number:	1279932	PLEIN AIR
Registration Number:	2922044	OPTIONS GARFIELD & MARKS
Registration Number:	2686159	GARFIELD & MARKS
Registration Number:	2454414	ALEX GARFIELD GARFIELD & MARKS
Serial Number:	78684870	IALEX ALEX GARFIELD
Serial Number:	78700136	IALEX ALEX GARFIELD

TRADEMARK "REEL: 003287 FRAME: 0178

900046349

Serial Number:	78602410	AREA	
Serial Number:	78543398	JEANEROSITY	

CORRESPONDENCE DATA

Fax Number: (212)575-0671

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

Phone: 212-790-9200

Email: trademark@cll.com

Correspondent Name: Dorothy R. Whitney

Address Line 1: 1133 Avenue of the Americas

Address Line 4: New York, NEW YORK 10036-6799

ATTORNEY DOCKET NUMBER:	27105DRW;NMP	
NAME OF SUBMITTER:	Dorothy R. Whitney	
Signature:	/Dorothy R. Whitney/	
Date:	04/11/2006	

Total Attachments: 4

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> TRADEMARK REEL: 003287 FRAME: 0179

SECURITY INTEREST

WHEREAS, HB-GM ACQUISITION LLC, a New York limited liability company with

its principal office located at 205 West 39th Street, New York, N.Y 10018 (the "Company"), is

the owner of the marks annexed hereto as Schedule A (the "Marks"); and

WHEREAS, the Company is obligated to Rosenthal & Rosenthal, Inc. (the "Lender")

located at 1370 Broadway, New York, New York 10018, pursuant to a Factoring Agreement

dated April 5, 2006 (the "Factoring Agreement"); and

WHEREAS, the Company entered into an Intellectual Property Security Agreement

effective as of the date hereof with the Lender;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby

acknowledged, the Company does hereby grant to the Lender 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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TRADEMARK REEL: 003287 FRAME: 0180 The Company expressly acknowledges and affirms that the rights and remedies of the Lender with respect to the security interest granted hereby are more fully set forth in the Factoring Agreement and the Intellectual Property Security Agreement.

Dated: April <u>J</u> , 2006		
		HB-GM ACQUISITION LLC
		Title Menger menle
		By House Sheller Title Manager Member
State of New York)) ss.:	
County of New York)	
personally known to me or pr whose name is subscribed to	roved to me on the within instr by his signatur	ndersigned, personally appeared Bernard Holtzman the basis of satisfactory evidence to be the individual rument and acknowledged to me that he executed the re on the instrument, the individual, or the entity upon ed the instrument. Notary Fublic
		OMAR J. BARBERO NOTARY PUBLIC, State of New York No. 01BA4799597
State of New York)	Qualified in Queens County Commission Expires July 31, 2009
County of New York On the day of A) ss.:) .pril, 2006 befo	ore me, the undersigned, personally appeared
		ng by me duly sworn did depose and say that he is
-	-	described in and which executed the foregoing ach capacity and that he had authority to execute
		on the instrument, the limited liability company

TRADEMARK
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Dotary Public
OMAR J. BARBERO
NOTARY PUBLIC, State of New York
No. 01BA4799597
Qualified in Queens County
Commission Expires July 31, 2009

SCHEDULE A

Mark	Class	App./Reg. No.
TVILLIA CONTRACTOR CON	Class	<u>11pp./10g. 110.</u>
DV WOMAN	25	2.001.705
BY WOMYN	25	2,901,795
RYAN SCOTT	25	2,698,611
ENOUGH ABOUT ME	25	2,867,216
CLOTHES THAT FIT YOUR LIFE	25	2,638,817
GMDG GM DESIGN GROUP (Stylized)	25	2,603,581
WOMYN & Design	25	2,480,290
WOMIN & Design	23	2,400,290
DI EDI AID	105	1.050.000
PLEIN AIR	25	1,279,932
OPTIONS GARFIELD & MARKS	25	2,922,044
GARFIELD & MARKS	25	2,686,159
ALEX GARFIELD GARFIELD & MARKS	25	2,454,414
and Design ENOUGH ABOUT ME		
IALEX ALEX GARFIELD	3,9, 14, 18	78-684870
IALEX ALEX GARFIELD	25	78-700136
AREA	25	78-602410
	23	10-002710
TE ANED OCUTY	25	70.542200
JEANEROSITY	25	78-543398

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RECORDED: 04/11/2006