

05-14-1998

U.S. Department of Commerce
Patent and Trademark Office

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To the Honorable Commissioner of Patents and

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ginal documents or copy thereof.

1. Name of conveying party(ies):

AZ3, Inc.

☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-State - California
☐ Other _____

Additional name(s) of conveying party(ies) attached? ☐ Yes ☒ No

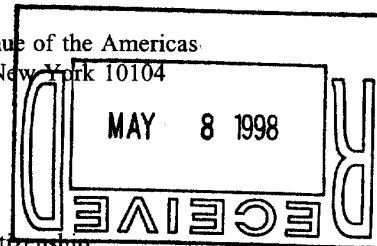
3. Nature of conveyance:

☐ Assignment ☐ Merger
☒ Security Agreement ☐ Change of Name
☐ Other _____

Execution Date: April 10, 1998

2. Name and Address of receiving party(ies)

Name: BNY FINANCIAL CORPORATION

Address: 1290 Avenue of the Americas
New York, New York 10104

☐ Individual(s) citizenship _____
☐ Association _____
☐ General Partnership _____
☐ Limited Partnership _____
☒ Corporation-State - New York _____
☐ Other _____

If assignee is not domiciled in the United States, a domestic
 representative designation is attached: ☐ Yes ☐ No
 (Designations must be a separate document from assignment)
 Additional name(s) & address(es) attached? ☐ Yes ☒ No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) 75/157,838; 75/157,829
(See Schedule "A" - Attached)

B. Trademark Registration No.(s) 1,939,918

Additional numbers attached? ☒ Yes ☐ No

5. Name and address of party to whom correspondence concerning document should be mailed:

Baila H. Celedonia, Esq.
 Cowan, Liebowitz & Latman, P.C.
 1133 Avenue of the Americas
 New York, NY 10036-6799

6. Total number of applications and registrations involved: 147. Total fee (37 CFR 3.41)..... \$ 365.00☒ Enclosed☒ Any deficiency is authorized to be charged to
Deposit Account No. 03-3415.8. Deposit Account No. 03-3415

(Attach duplicate copy of this page if paying by deposit account)

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01 FC:481
02 FC:48240.00 OP
325.00 OP

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Baila H. Celedonia

Name of Person Signing

Baila H. Celedonia 5/18/98
 Signature Date

Total number of pages including cover sheet, attachments, and document: 16

Mail to: Commissioner of Patents & Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK

REEL: 1724 FRAME: 0559

BHC/SJR/19331/31/302014.01

85.8.5

Schedule A

United States

B.C.B.G.

INTL CLASS: 25 (Clothing)

SERIAL NO.: 74-616,805

REG. NO.: 1,939,918

B.C.B.G. MAX AZRIA

INTL CLASS: 25 (Clothing)

SERIAL NO.: 75-157,838

B.C.B.G. MAX AZRIA

INTL CLASS: 9 (Electrical & Scientific Apparatus)

SERIAL NO.: 75-157,829

B.C.B.G. MAX AZRIA

INTL CLASS: 18 (Leather Goods)

SERIAL NO.: 75-157,828

B.C.B.G. MAX AZRIA

INTL CLASS: 14 (Jewelry)

SERIAL NO.: 75-157,827

B.C.B.G. MAX AZRIA

INTL CLASS: 3 (Cosmetics & Cleaning Preparations)

SERIAL NO.: 75-157,826

B.C.B.G. MAX AZRIA

INTL CLASS: 35 (Advertising & Business Services)

SERIAL NO.: 75-157,824

B.C.B.G.

INTL CLASS: 35 (Advertising & Business Services)

SERIAL NO.: 75-157,823

B.C.B.G.

INTL CLASS: 3 (Cosmetics & Cleaning Preparations)

SERIAL NO.: 75-157,822

B.C.B.G.

INTL CLASS: 9 (Electrical & Scientific Apparatus)
SERIAL NO.: 75-157,821

B.C.B.G.

INTL CLASS: 18 (Leather Goods)
SERIAL NO.: 75-157,820

B.C.B.G.

INTL CLASS: 14 (Jewelry)
SERIAL NO.: 75-157,819

COQUETTES

INTL CLASS: 25 (Clothing)
SERIAL NO.: 74-704,279

COQUETTES BY B.C.B.G.

INTL CLASS: 25 (Clothing)
SERIAL NO.: 74-704,015

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, AZ3, INC., a corporation formed under the laws of California, located at 2761 Fruitland, Avenue, Vernon, CA 90058. 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 BNY FINANCIAL CORPORATION ("Lender") located at 1290 Avenue of the Americas, New York, New York, pursuant to (i) (a) a Factoring Agreement and (b) related agreements, and (ii) a certain Trademark Collateral Security Agreement dated on or about the date hereof, made by Borrower in favor of Lender (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 Lender a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

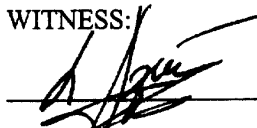
NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Borrower does hereby grant to Lender a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which assignment 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 Lender with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.


Dated: New York, New York
April 10, 1998

AZ3, INC.

WITNESS:



WITNESS:



WITNESS:

By: 

Name: 

Its: 

President.

BNY FINANCIAL CORPORATION

By: 

Name: 

Its: 

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

On this 7th day of April, 1998, before me personally came Mardochee M. Azria to me known, who, being by me duly sworn, did depose and say that he is the President of AZ3, 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.

Monique Weiss
Notary Public

MONIQUE WEISS
Notary Public, State of New York
No. 01WE5017072
Qualified in Queens County 1999
Commission Expires Aug. 30, 1999

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

On this 17th day of April, 1998, before me personally came Frank
Imperato to me known, who, being by me duly sworn, did depose and say that
he is the VP of BNY FINANCIAL CORPORATION, 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.

Marna M. Madigan
Notary Public

MARNA M. MADIGAN
Notary Public, State of New York
No. 60-4984971
Qualified in Westchester County
Certificate filed in New York County
Commission Expires August 5, 1999

SCHEDULE A

Schedule A to a Trademark Assignment of Security Agreement dated as of April 16 1998, by and between AZ3, Inc. and BNY FINANCIAL CORPORATION.

Schedule A

United States

B.C.B.G.

INTL CLASS: 25 (Clothing)
SERIAL NO.: 74-616,805
REG. NO.: 1,939,918

B.C.B.G. MAX AZRIA

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