

08-14-1998

*MTC  
8-10-98*



Tab settings => => =>

To the Honorable Commissioner of

nal documents or copy thereof.

100793605

1. Name of conveying party(ies):

**ELLEN TRACY, INC.**  
1441 Broadway  
New York, New York 10018

- Individual(s)
- General Partnership
- Corporation-State: New Jersey
- Other \_\_\_\_\_
- Association
- Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other \_\_\_\_\_
- Merger
- Change of Name

Execution Date: August 6, 1998

2. Name and address of receiving party(ies):

Name: THE CIT GROUP/FINANCIAL SERVICES, INC., as Collateral Agent

Internal Address: \_\_\_\_\_

Street Address: 1211 Avenue of the Americas

City: New York State: New York ZIP: 10036

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)

B. Trademark registration No.(s)

**SEE ATTACHED SCHEDULE A**

Additional numbers attached?  Yes  No

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

Name: \_\_\_\_\_

Internal Address: \_\_\_\_\_

**RETURN TO:  
Federal Research Corporation  
400 Seventh St., N.W., Suite 101  
Washington, DC 20004**

Street Address: \_\_\_\_\_

City: \_\_\_\_\_ State: \_\_\_\_\_ ZIP: \_\_\_\_\_

6. Total number of applications and registrations involved: \_\_\_\_\_

**3**

7. Total fee (37 CFR 3.41): ..... \$ 90.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: \_\_\_\_\_

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

08/11/1998 TTR11 00000100 1773250

DO NOT USE THIS SPACE

01 FC:441  
02 FC:442

45.00  
50.00

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

Richard ROEL  
Name of Person Signing

Richard Roel  
Signature

8/6/98  
Date

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

**4**

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patents & Trademarks, Box Assignments  
Washington, D.C. 20231

TRADEMARK

REEL: 1777 FRAME: 0729

SCHEDULE A

Schedule A to a Trademark Assignment of Security dated August 6, 1998 by and between Ellen Tracy, Inc., and The CIT Group/Commercial Services, Inc., as Collateral Agent for Lenders.

<u>REG. NO. OR APPLICATION NO.</u>	<u>REG. OR FILING DATE</u>	<u>MARK</u>
1,773,350	5/25/93	Fragrances
2,019,898	11/26/96	Home Furnishings
1,780,391	7/6/93	Women's Outer Clothing

**TRADEMARK GRANT OF SECURITY**

WHEREAS, Ellen Tracy, Inc., a corporation formed under the laws of New Jersey, located at 1441 Broadway, New York, New York 10018 ("Borrower"), has adopted, intends to use, or has 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 Israel Discount Bank of New York, The Chase Manhattan Bank ("Chase"), The CIT Group/Commercial Services, Inc. ("CIT") and various other financial institutions (collectively, the "Lenders") and Chase as arranging bank and issuing bank ("Issuing Bank") and CIT as collateral agent for Lenders (in such capacity, "Collateral Agent") pursuant to (i) a certain Credit and Security Agreement, dated the date hereof, among Lenders, Chase, Issuing Bank and Collateral Agent, various guarantors and Borrower, and (ii) a certain Trademark Collateral Security Agreement, dated the date hereof, made by Borrower in favor of Collateral Agent for the ratable benefit of Lenders (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

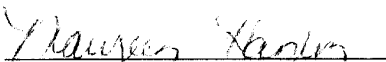
WHEREAS, pursuant to the Agreements, Borrower is granting to Collateral Agent for the ratable benefit of Lenders a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

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

Dated: New York, New York  
August 6, 1998

Witness:

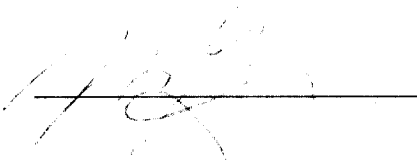


ELLEN TRACY, INC.

By: 

Name: Yoram Arieven  
Title: Chief Financial Officer

Witness:



THE CIT GROUP/FINANCIAL SERVICES, INC.,  
as Collateral Agent for Lenders

By: 

Name: Terry So Schwartz  
Title: Vice President

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

On this 6<sup>th</sup> day of August, 1998 before me personally came Yoram Arieven, to me known, who, being by me duly sworn, did depose and say that he is the Chief Financial Officer of Ellen Tracy, 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.

Richard Roel  
Notary Public

**RICHARD ROEL**  
**NOTARY PUBLIC, State of New York**  
**No. 01R05026268**  
**Qualified in Queens County**  
**Commission Expires April 18, 2000**

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

On this 6<sup>th</sup> day of August, 1998, before me personally came Terry S. Schwartz, to me known, who, being by me duly sworn, did depose and say that she is the Vice President of The CIT Group/Commercial Services, Inc., the corporation described in and which executed the foregoing instrument; and that she was authorized to sign her name thereto on behalf of said corporation.

Richard Roel  
Notary Public

**RICHARD ROEL**  
**NOTARY PUBLIC, State of New York**  
**No. 01R05026268**  
**Qualified in Queens County**  
**Commission Expires April 18, 2000**