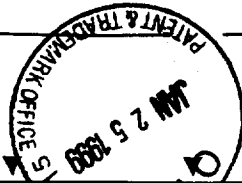


01-28-1999



TRADEMARKS ONLY



100952296

Tab settings → → →

To the Honorable Commissioner of Patents and Trademarks: Please record the

copy hereof.

1. Name of conveying party(ies):

Chic by H.I.S. Licensing Corporation
1372 Broadway, 12th Floor
New York, NY 10018

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State of Delaware
- Other

Additional names(s) of conveying party(ies) Yes No

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

Name: The CIT Group/Commercial Services, Inc
as Agent

Internal Address: _____

Street Address: 1211 Avenue of the Americas

City: New York State: NY ZIP: 10036

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____
- Other _____

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

3. Nature of conveyance:

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

Execution Date: 10/30/98

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

A. Trademark Application No.(s)

1.25.99

See attached

B. Trademark Registration No.(s)

See attached

Additional numbers Yes No

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

Name: Lynn Tanner

Internal Address: Schulte Roth & Zabel LLP

Street Address: 900 Third Avenue

City: New York State: NY ZIP: 10022

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

33

7. Total fee (37 CFR 3.41):.....\$ 840.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

20-0052

01/27/1999 SBURNS 00000223 200052 788198

DO NOT USE THIS SPACE

01 FC:481 40.00 CH
02 FC:482 800.00 CH

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.

Lynn Tanner

Lynn S Tanner

11/3/98

Date

Name of Person Signing
Christina E. Wilson

Signature

Christina E. Wilson

Total number of pages including cover sheet, attachments, and

6

TRADEMARK

REEL: 1845 FRAME: 0141

Schedule 1A

U.S. REGISTRATIONS

<u>Mark</u>	<u>Reg. No.</u>	<u>Date of Issue</u>	<u>Goods</u>
H.I.S.	788,198	April 13, 1965	Women's and misses' shirts, shorts, skirts, slacks and coordinates
h.i.s	798,578	November 9, 1965	Men's and boys' clothing - namely shirts, slacks, pants, trousers, and suits, and women's and misses' clothing - namely, shirts, skirts, slacks, walking shorts, sweaters, jackets and coats
CHIC	1,135,189	May 13, 1980	Women's Clothing - namely jeans
CHIC	1,349,508	July 16, 1985	Women's Clothing - namely, tops comprised of blouses, woven and knitted sleeved and sleeveless shirts, sweatshirts and jackets
SUNSET BLUES	1,493,167	June 21, 1988	Women's and girls' clothing, namely, bottoms consisting of jeans, pants and skirts; and, tops consisting of blouses, woven and knitted sleeved and sleeveless shirts, sweatshirts and jackets
CHIC by h.i.s	1,663,798	November 5, 1991	Ladies' panties, crop tops, tank tops and coordinated teddys
CHIC	1,750,797	February 2, 1993	Women's foundation garments, brassieres, girdles, women's undergarments consisting of a brassiere and a panty constructed together as one piece and control panties; women's daywear, namely, full slips, half slips, camisoles and panties that specifically coordinate with the foregoing; and coordinated teddys
CHIC by h.i.s	1,769,351	May 4, 1993	Women's foundations garments, brassieres, girdles, women's undergarments consisting of a brassiere and a panty constructed together as one piece and control panties; women's daywear, namely, fully slips, half slips, camisoles and panties that specifically coordinate with the foregoing; and coordinated teddys

CHIC	1,784,869	July 27, 1993	Athletic shoes
CHIC	1,759,193	March 16, 1993	Ladies' and girls knit hosiery, knit headbands; leg warmers and wristbands
CHIC	1,760,707	March 23, 1993	Ladies', girls', infants' and toddlers' sheer hosiery and knee highs, including opaque tights up to 70 denier
CHIC	1,802,754	November 2, 1993	Ladies' panties, crop tops, tank tops and coordinated teddys
CHIC kids	1,813,811	December 28, 1993	Children's knit hosiery
CHIC SPORTSWEAR FOR THE NATURAL WOMAN	1,833,369	April 26, 1994	Women's clothing; namely, jeans; woven pants; knit pants; woven tops; knit tops; sweaters; activewear; namely, sweat shirts, sweat jackets and sweat pants; blazers; T-shirts; and hosiery; namely, socks and tights
CHIC	1,870,618	December 27, 1994	Girls' knit and woven separate tops, sets and coordinates consisting of tops and bottoms and dresses, shortalls and overalls
CHIC	1,910,185	August 8, 1995	Belts
CHIC	1,916,364	September 5, 1995	Costume jewelry
H-I-S	1,958,109	February 20, 1996	Men's and boys' clothing, namely socks
H-I-S	2,036,213	February 4, 1997	Men's footwear
CHIC LIT	2,041,208	February 25, 1997	Watches
H-I-S	2,055,194	April 22, 1997	Men's and boys' and ladies' and girls' jeans; men's and boys' shirts; and men's and boys' activewear, namely, sweatshirts, sweatpants, T-shirts and knot bottoms
CHIC	2,194,485	October 13, 1998	Sunglasses
Natural Woman	995,875	October 15, 1974	

U.S. APPLICATIONS

<u>Mark</u>	<u>Serial No.</u>	<u>Date of Filing</u>	<u>Goods</u>
HARD-WARE BY HENRY I. SIEGEL.	75/499739	June 9, 1998	Men's and boys' wearing apparel, namely, jeans, pants, shorts, shirts, t-shirts, sweatshirts, sweaters, jackets and sneakers
SOFT-WARE BY H.I.S	75/499740	June 9, 1998	Men's and boys' wearing apparel, namely, jeans, pants, shorts, shirts, t-shirts, sweatshirts, sweaters, jackets and sneakers
SOFT-WARE BY HENRY I. SIEGEL	75/499970	June 10, 1998	Men's and boys' wearing apparel, namely, jeans, pants, shorts, shirts, t-shirts, sweatshirts, sweaters, jackets and sneakers
HARD-WARE BY H.I.S	75/499971	June 10, 1998	Men's and boys' wearing apparel, namely, jeans, pants, shorts, shirts, t-shirts, sweatshirts, sweaters, jackets and sneakers
LIL' CHIC			Girls' and infants' clothing, namely, tops and bottoms
ZNO KNOW YOUR ELEMENT WWW ZNO CLUB.COM	75/528833	August 31, 1998	
ZNO	75/523869	August 23, 1998	
ZINC CLUB	75/518785	August 14, 1998	
ZINC KNOW YOUR ELEMENT	75/459093	March 30, 1998	
ZNO	75/523406	August 22, 1998	

ASSIGNMENT FOR SECURITY

(TRADEMARKS)

WHEREAS, CHIC BY H.I.S. LICENSING CORPORATION (the "Assignor") has adopted, used and is using the trademarks and service marks listed on the annexed Schedule 1A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Assignor, has entered into a Security Agreement dated October 30, 1998 (the "Security Agreement") in favor THE CIT GROUP/COMMERCIAL SERVICES, INC., as agent for certain lenders (the "Assignee");

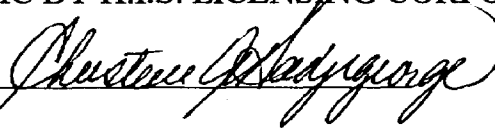
WHEREAS, pursuant to the Security Agreement, the Assignor has assigned to the Assignee and granted to the Assignee a security interest in all right, title and interest of the Assignor in, to and under the Trademarks together with the good-will of the business symbolized by the Trademarks and the applications and restrictions thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Obligations (as defined in the Security Agreement);

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Assignor does hereby assign unto the Assignee and grants to the Assignee a security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.

The Assignor does hereby further acknowledge and affirm that the rights and remedies of the Assignee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

IN WITNESS WHEREOF, the Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of October 30, 1998.

CHIC BY H.I.S. LICENSING CORPORATION

By: 

Name: Christine Hadjigeorgis

Title: CFO

1. Debtor(s) (Last Name First) and address(es)
Chic by H.I.S. Licensing Corporation
1105 N. Market Street
Wilmington, DE 19899

2. Secured Party(ies) and address(es)
The CIT Group/Commercial Services, Inc., as Agent
1211 Avenue of the Americas
New York, New York 10036

Filing Officer (Date, Time, Number, Filing Office)

Tax ID / Social Security No. 51-0335556

Tax ID / Social Security No.

4. This Financing Statement covers the following types (or items) of property:
This Financing Statement covers, without limitation, all of the Debtor's right, title and interest in and to all of its now existing and hereafter created or acquired trademarks and trademark registrations and license agreements with respect to any trademark or trademark registration, as more fully described on Exhibit A attached hereto and made a part hereof.

5. Assignee(s) of Secured Party and Address(es)

Filed with: Patent and Trademark Office

This statement is filed without the debtor's signature to perfect a security interest in collateral. (check if so)
 already subject to a security interest in another jurisdiction when it was brought into this state.
 which is proceeds of the original collateral described above in which a security interest was perfected:

Filed with:

Check if covered: Proceeds of Collateral are also Covered. Products of collateral are also covered. No. of additional Sheets presented:

Chic by H.I.S. Licensing Corporation

The CIT Group/Commercial Services, Inc., as Agent

By: *Christine Anderson*
Signature(s) of Debtor(s)

By: *Ty S. S.*
Signature(s) of Secured Party(ies)

(5) Debtor Copy

ORIGINATOR - Remove this copy and forward balance of form intact for filing.

1. Debtor(s) (Last Name First) and address(es)
Chic by H.I.S. Licensing Corporation
1105 N. Market Street
Wilmington, DE 19899

2. Secured Party(ies) and address(es)
The CIT Group/Commercial Services, Inc., as Agent
1211 Avenue of the Americas
New York, New York 10036

Filing Officer (Date, Time, Number, Filing Office)

Tax ID / Social Security No. 51-0335556

Tax ID / Social Security No.

4. This Financing Statement covers the following types (or items) of property:
This Financing Statement covers, without limitation, all of the Debtor's right, title and interest in and to all of its now existing and hereafter created or acquired trademarks and trademark registrations and license agreements with respect to any trademark or trademark registration, as more fully described on Exhibit A attached hereto and made a part hereof.

Filed with: Patent and Trademark Office

5. Assignee(s) of Secured Party and Address(es)

This statement is filed without the debtor's signature to perfect a security interest in collateral. (check if so)
 already subject to a security interest in another jurisdiction when it was brought into this state.
 which is proceeds of the original collateral described above in which a security interest was perfected:

Filed with:

Check if covered: Proceeds of Collateral are also Covered. Products of collateral are also covered. No. of additional Sheets presented:

Chic by H.I.S. Licensing Corporation

The CIT Group/Commercial Services, Inc., as Agent

By: *Christine Rodriguez*
Signature(s) of Debtor(s)

By: *Ty S. Jr*
Signature(s) of Secured Party(ies)