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To the Honorable Commissioner of

100960854

attached original documents or copy thereof.

1. Name of conveying party(ies):

CHIC Acquisition Corp.

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

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

3. Nature of conveyance:

2-3-99

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

Execution Date: 01/28/99

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 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 patent number(s):

A. Trademark Application No.(s)

75/445, 540

B. Trademark Registration No.(s)

1,140,868	1,215,933	1,949,210
1,192,182	1,254,105	2,064,050
1,210,591	1,254,107	

Additional numbers attached? Yes No

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

Name: Joyce I. Francis

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:

9

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

240⁰⁰

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

20-0052

240E

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

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 attachments are true copies of the original document.

Joyce I. Francis

Name of Person Signing

Joyce I. Francis

Signature

2-1-99

Date

Christine E. Wilson

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

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20531

02/09/1999
JW/TK/MS 0000019 2000E
7544540
40-0052
200-0052
01 FC:40
02 FC:40

ASSIGNMENT FOR SECURITY

(TRADEMARKS)

WHEREAS, CHIC ACQUISITION CORP. (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 January 28, 1999 (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 January 28, 1999.

CHIC ACQUISITION CORP.

By: Christine A. Hadjigeorge

Name: Christine A. Hadjigeorge

Title: CFO

SCHEDULE 1A

APPLICATIONS FOR TRADEMARK REGISTRATION
AND ISSUED TRADEMARK REGISTRATIONS
OF STUFFED SHIRT, INC.

December 7, 1998 - Page 1 of 1

Pending U.S. Trademark Applications

<u>OUR FILE</u>	<u>MARK</u>	<u>FILING DATE</u>	<u>SERIAL NO.</u>
STUF0081US	COURAGE MY LOVE	03/05/1998	75/445,540

Issued U.S. Trademark Registrations

<u>OUR FILE</u>	<u>MARK</u>	<u>ISSUE OR LAST RENEWAL DATE</u>	<u>REG. NO.</u>
STUF0010US	SEPARATE PIECES	10/28/1980	1,140,868
STUF0020US	STUFFED SHIRT	03/16/1982	1,192,182
STUF0030US	VIVALDI	09/28/1982	1,210,591
STUF0040US	RIVINGTON	11/09/1982	1,215,933
STUF0050US	SHELL WASH	10/11/1983	1,254,105
STUF0060US	SHELL WASH - GULF BLUE	10/11/1983	1,254,107
STUF0310US	STUFFED SHIRT	01/16/1996	1,949,210
STUF0340US	D.R.S. JEANSWEAR	05/20/1997	2,064,050