

11-21-2001

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ION COVER SHEET

To the Assistant Commissioner of Patents and Trademarks: Please record the attached original document or copy thereof.

1. Name of conveying party(ies):

Harvé Benard Ltd.  
205 West 39<sup>th</sup> Street  
New York, NY 10018

Type of Entity:  
Corporation-State of New York

Additional names(s) of conveying party(ies) attached? No

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

The Chase Manhattan Bank  
1375 Broadway  
New York, NY 10018  
and  
HSBC Bank USA  
425 Fifth Avenue  
New York, NY 10018

Type of Entity:  
Corporations-New York Banking

If assignee is not domiciled in the United States, a domestic representative designation is attached: N/A

Additional name(s) &amp; address(es) attached? N/A

3. Nature of Conveyance:

Security Agreement

Execution Date: June 28, 2001

4.A. Trademark Application No(s):

76/109,437

B. Trademark Registration No.(s)

2,251,764	2,186,759	2,286,473
2,150,655	1,352,952	2,215,279
2,251,765	2,312,961	
1,377,040	1,309,117	
1,122,843	2,286,442	

Additional numbers attached? No

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

OSTROLENK, FABER, GERB & SOFFEN, LLP  
1180 Avenue of the Americas  
New York, New York 10036-8403

6. Total number of documents involved: 1

7. Total fee (37 CFR 3.41): \$ 340.00

Enclosed as part of Check No. 07254

In the event the actual fee is greater than the payment submitted or is inadvertently not enclosed or if any additional fee due is not paid, the Patent and Trademark Office is authorized to charge the underpayment to Deposit Account No. 15-0700.

DO NOT USE THIS SPACE

8. 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.

Michael J. Sheer  
Name of Person Signing

Signature

November 12, 2001  
Date

Total number of pages including cover sheet, attachments, and document: 7

11/20/2001 LMUELLER 00000061 76109437

01 FC:481  
02 FC:482

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TRADEMARK  
REEL: 002397 FRAME: 0603

NOTICE OF SECURITY

(TRADEMARKS)

WHEREAS, HARVÉ BENARD LTD., a New York corporation (herein referred to as the "Company"), has adopted, used and is using the trademarks listed on the annexed Schedule A, which trademarks are registered in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Company is obligated to THE CHASE MANHATTAN BANK, a New York banking corporation and HSBC BANK USA, a New York banking corporation (herein referred to singularly as a "Lender" and collectively, the "Lenders"), and has entered into a Security Agreement and Mortgage-Trademarks, (the "Agreement") in favor of each of the Lenders; and

WHEREAS, pursuant to the Agreement, the Company granted to each Lender a security interest in, and mortgage on, all right, title and interest of the Company in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the applications and registrations hereof, 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 Agreement;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Company does hereby grant to each Lender a security interest in, and mortgage on, the Collateral to secure the prompt payment, performance and observance of the Obligations.

The Company does hereby further acknowledge and affirm that the rights and remedies of each Lender with respect to the security interest in and mortgage on the Collateral made and granted hereby are more fully set forth in the Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

The Lenders' addresses are The Chase Manhattan Bank, 1375 Broadway, New York, New York 10018 and HSBC Bank USA, 425 Fifth Avenue, New York, New York 10018.

IN WITNESS WHEREOF, the Company has caused this Notice of Security to be duly executed by its officer thereunto duly authorized as of the 28<sup>th</sup> day of June, 2001.

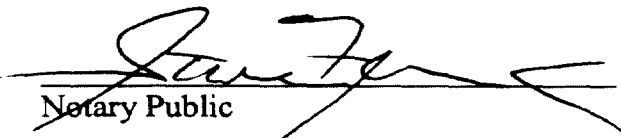
[SEAL]

HARVÉ BENARD LTD.

By Harvey Schiffbank  
Name: Harvey Schiffbank  
Title: Vice President and Chief Financial Officer

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

On this 28 day of June, 2001, before me personally appeared HARVEY SCHUTZBAUM to me known, who, being by me duly sworn, did depose and say that he resides at 152 ROCK CREEK LANE, SARASOTA FL 34231 and that he is V.P. & CFO of HARVE BENARD LTD., the New York corporation described in and which executed the foregoing instrument; and that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that is was affixed pursuant to authority of the Board of Directors of said corporation, and that he signed his name thereto pursuant to such authority.

  
Notary Public

STEVEN FLEISCHER  
Notary Public, State of New York  
No. 31-4810093  
Qualified in Nassau County  
Commission Expires Aug. 31, 2001

# TRADEMARKS

<u>Trademark</u>	<u>Jurisdiction</u>	<u>Reg. Date</u>	<u>Reg. No.</u>
BENARD COUTURE	United States	6/8/99	2,251,764
BENARD HOLTZMAN	United States	4/14/98	2,150,655
BENARD SPORT	United States	6/8/99	2,251,765
HARVÉ BENARD	United States	1/7/88	1,377,040
HARVÉ BENARD	United States	7/24/79	1,122,843
HARVÉ BENARD	United States	9/1/88	2,186,759
HARVÉ BENARD WORKSHOP	United States	8/8/65	1,352,952
HARVÉ BY HARVÉ BENARD	United States	2/1/00	2,312,961
HB AND DESIGN	United States	7/24/79	(ABANDONED EXPIRED)
MORTON BERNARD	United States	12/11/84	1,309,117
MORTON BERNARD	United States	10/12/99	2,286,442
SIGNATURE BY HARVÉ BENARD	United States	10/12/99	2,286,473
STUDIO 205	United States	12/208/98	2,215,279

APPLICATION FOR TRADEMARKS

<u>Trademark</u>	<u>Jurisdiction</u>	<u>Date Filed</u>	<u>Registration No.</u>
HARVÉ BENARD	United States	8/15/00	76/109,437