

08-07-2002

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings



U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

102181641

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

1. Name of conveying party(ies):

Oaktree Capital Management, LLC

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

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

3. Nature of conveyance:

- Assignment, Merger, Security Agreement, Change of Name, Other Release of Security Interest

Execution Date: April 29, 2002

2. Name and address of receiving party(ies)

Name: Esprit De Corp.

Internal Address:

Street Address: 900 Minnesota Street

City: San Francisco State: CA Zip: 94107

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State California, 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)

See Attached Schedule

B. Trademark Registration No.(s)

See Attached Schedule

Additional number(s) attached Yes No

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

Name: Paula J. Krasny

Internal Address: One Prudential Plaza

Street Address: 130 E. Randolph Drive Suite 3500

City: Chicago State: IL Zip: 60601

6. Total number of applications and registrations involved: 37

7. Total fee (37 CFR 3.41): \$ 40.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number: 501-649

(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 attached copy is a true copy of the original document.

Paula J. Krasny

Name of Person Signing

Signature

8/1/02 Date

Total number of pages including cover sheet, attachments, and document: 26

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

08/06/2002 GTDM11 00000103 501649 1190078

01 FC:481 40.00 CH 02 FC:482 900.00 CH

TRADEMARK REEL: 002557 FRAME: 0474

Schedule To Release of Security Interest

A. U.S. Registered Marks

MARK	Class Goods/Services	JURISDICTION	Reg. No. Reg. Date
E (Stylized)	25 Women's wearing apparel, namely, pants, dresses, skirts and shirts	United States	1,190,078 02/16/82
ESPRIT	18 Purses and handbags	United States	1,559,014 10/03/89
ESPRIT	25 Belts, scarves, hats, socks, tights, leggings, sweatshirts, sweatpants, vests and coats	United States	1,480,858 03/15/88
ESPRIT	25 Women's shoes	United States	765,974 03/03/64
ESPRIT	42 Retail store services for clothing, clothing accessories, bedding, eyewear, jewelry, watches, books, stationery items, bags, shoes and socks	United States	1,709,010 08/18/92
ESPRIT (Stylized)	18 Purses, handbags, tote bags, backpacks, wallets, messenger bags, key cases, hip packs, bookbags, cosmetic cases sold empty, and carry-on bags	United States	1,673,462 01/28/92

MARK	CLASS GOODS/SERVICES	JURISDICTION	REGISTRATION NO. DATE
ESPRIT (Stylized)	25 Women's wearing apparel, namely, blouses, knit tops, halters, t-shirts, smock tops, sweaters, jackets, pants and skirts, and men's wearing apparel, namely, t-shirts	United States	1,401,275 07/15/86
ESPRIT (Stylized)	25 Belts, scarves, hats, socks, tights, leggings, sweatshirts, sweatpants, vests and coats	United States	1,481,649 03/22/88
ESPRIT (Stylized)	25 Shoes, slippers, boots, sneakers, athletic shoes, hosiery, socks, tights, leggings, leotards, gloves, hats, scarves, belts, vests, dresses, coats, mufflers, stockings, pajamas, panties, underwear, headbands, shorts, jogging suits, sweatshirts, sweat pants, ski jackets, ski pants, raincoats, robes, nightgowns and swimwear	United States	1,485,327 04/19/88
ESPRIT (Stylized)	42 Retail mail order and outlet services in the field of clothing	United States	1,408,003 09/02/86
ESPRIT BASIX and Design	25 Women's and children's clothing, namely, sweaters, sweater vests, cardigans, shirts, t-shirts, tank tops, sweatshirts, polo shirts, pants, shorts, dresses and skirts	United States	1,670,308 12/31/91
ESPRIT DE CORP. (Stylized)	25 Shoes	United States	1,419,245 12/02/86

MARK	CLASS GOODS/SERVICES	JURISDICTION	REG. NO. FILED BY
ESPRIT DE CORP.	25 Women's wearing apparel, namely, blouses, knit tops, halters, t-shirts, smock tops, sweaters, jackets, pants and skirts	United States	1,163,810 08/04/81
ESPRIT/KIDS	25 Pants, overalls, skirts, shorts, jackets, sweaters, blouses, vests, sweat pants, shirts, leotards, hats, dresses	United States	1,440,613 05/26/87
ESPRIT/KIDS (Stylized)	25 Pants, overalls, skirts, shorts, jackets, sweaters, blouses, vests, sweat pants, shirts, leotards, hats, dresses	United States	1,445,156 06/30/87
WWW.ESPRIT.COM	25 Clothing, namely, t-shirts	United States	2,334,789 03/28/00
WWW.ESPRIT.COM	35 Online retail store services and online ordering services featuring clothing and clothing accessories	United States	2,470,108 07/17/01
ESPRIT	3 Perfume and toilet water	United States	817,950 11/01/66
ESPRIT	3 Cologne and toilet soap	United States	1,341,934 06/18/85
ESPRIT	9 Sunglasses	United States	1,342,393 06/18/85
ESPRIT	14 Watches	United States	1,056,960 01/25/77
ESPRIT	14 Jewelry	United States	1,340,608 06/11/85

MARK	CLASS GOODS/SERVICES	JURISDICTION	REG. NO. REG. DT.
ESPRIT (stylized)	14 Jewelry	United States	1,244,392 07/05/83
ESPRIT (Stylized)	3 Cologne and toilet soap	United States	1,341,933 06/18/85
ESPRIT (Stylized)	9 Sunglasses	United States	1,287,788 07/31/84
ESPRIT (Stylized)	14 Watches	United States	1,898,850 06/13/95
CAFFE ESPRIT	42 Restaurant services	United States	1,453,688 08/18/87
CAFFE ESPRIT (Stylized)	42 Restaurant services	United States	1,526,188 02/21/89
ESPRIT	11 Electric lighting fixtures 12 Shopping carts 20 Mannequins, desks, picture frames, stools, tables, chairs, shelving units and racks	United States	1,525,487 02/21/89
ESPRIT (Stylized)	11 Electric lighting fixtures 12 Shopping carts 20 Mannequins, desks, picture frames, stools, tables, chairs, shelving units and racks	United States	1,524,372 02/14/89

MARK	CLASS (GOODS/SERVICES)	JURISDICTION	REGISTRATION DATE
ESPRIT	21 Beverageware, namely, plastic travel tumblers with screw-on covers and insulation for keeping liquids hot distributed through applicant's stores and applicant's promotional campaigns	United States	1,791,665 09/07/93
ESPRIT SAN FRANCISCO CALIFORNIA USA SINCE 1969 and Design	18 Handbags 25 T-shirts	United States	1,769,033 05/04/93
ESPRIT WORLDWIDE	9 Cases for LP records 18 Purses, handbags, tote bags, backpacks, cosmetic cases sold empty, key cases, wallets and coin purses.	United States	2,415,422 12/26/00

B. U.S. Pending Applications

Schedule To Release of Security Interest

MARK	CLASS GOODS/SERVICES	APPLIC FILE DATE
ESPRIT BEACH	25 Swimwear—namely, bathing suits and bathing-suit cover-ups	76/265,408 06/01/01
E ² and Design	18 Bags, handbags, small leather articles, namely, key cases, coin purses, wallets, tri-folds, clutches, checkbook covers, photo wallets, credit card cases, bags for cosmetics sold empty; accessories, namely, purses, shoulder bags, satchels, totes, backpacks, hip packs, book bags, carry-on bags and slings 25 Footwear, socks, clothing belts, accessories, namely, tights, leggings, gloves, mufflers, scarves and hats	75/435,730 02/17/98
ESPRIT (Stylized)	3 Perfume, hand and body lotions, bath gels	75/302,661 06/03/97
ESPRIT WORLDWIDE and Design (center globe)	16 Personal organizers	75/772,318 08/10/99

05-20-2002



102095313

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

1. Name of conveying party(ies):

Oaktree Capital Management, LLC

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

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

3. Nature of conveyance:

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

Execution Date: April 29, 2002

2. Name and address of receiving party(ies)

Name: Esprit Holdings, Inc.

Internal Address: _____
Address: _____

Street Address: 900 Minnesota Street

City San Francisco State: CA Zip: 94107

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State California
- 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)
See Attached Schedule

B. Trademark Registration No.(s)
See Attached Schedule

Additional number(s) attached Yes No

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

Name: Paula J. Krasny

Internal Address: One Prudential Plaza

Street Address: 130 E. Randolph Drive

Suite 3500

City: Chicago State: IL Zip: 60601

6. Total number of applications and registrations involved: _____

37

7. Total fee (37 CFR 3.41).....\$ 940.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

501-649

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

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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.

Paula J. Krasny
Name of Person Signing

[Signature]
Signature

5/6/02
Date

Total number of pages including cover sheet, attachments, and document: 20

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

RELEASE OF SECURITY INTEREST

THIS RELEASE OF SECURITY INTEREST is executed as of April 27, 2002 by Oaktree Capital Management, LLC, as collateral agent for the Holders as defined in the Notes (as defined herein) (in such capacity, together with its successors and assigns in such capacity, the "Collateral Agent").

W I T N E S S E T H

WHEREAS, ESPRIT DE CORP., a California corporation ("Borrower"), has issued those certain Senior Promissory Notes, each dated March 12, 1999, as amended by that certain Amendment Number One to Senior Promissory Notes, dated as of June 30, 1999, as amended by that certain Amendment Number Two to Senior Promissory Notes, dated as of January 28, 2000, as amended by that certain Amendment Number Three to Senior Promissory Notes, dated as of May 18, 2000, as amended by that certain Amendment Number Four to Senior Promissory Notes, dated as of October 12, 2000, as amended by that certain Amendment Number Five to Senior Promissory Notes, dated as of January 30, 2001, as amended by that certain Amendment Number Six to Senior Promissory Notes, dated as of June 21, 2001, and as amended by that certain Amendment Number Seven to the Senior Promissory Notes, dated as of March 22, 2002 (each, a "Note"; collectively, the "Notes");

WHEREAS, the Collateral Agent and Borrower are parties to that certain Trademark Security Agreement, dated as of March 22, 2002 (the "Trademark Agreement"), pursuant to which Borrower granted the Collateral Agent, for the benefit of the Holders, a security interest in the "Trademark Collateral" (as defined in the Trademark Agreement), including, without limitation, the registered trademarks, trademark applications, registered service marks and service mark applications as described in Schedule A attached hereto, as security for Borrower's obligations to the Holders under the Notes; and

WHEREAS, Borrower has satisfied its obligations under the Notes and has requested that the Collateral Agent release its security interest in the Trademark Collateral.

NOW, THEREFORE, for good and valuable consideration, receipt and sufficiency of which are hereby acknowledged, the Collateral Agent hereby releases and terminates, without any representation, recourse or undertaking by the Collateral Agent, its security interest in the Trademark Collateral appearing in Schedule A attached hereto.

{Signature Page to Follow}

IN WITNESS WHEREOF, the Collateral Agent has caused this Release of Security Interest to be duly executed by its duly authorized officer as of the day and year first above written.

"Collateral Agent"

OAKTREE CAPITAL MANAGEMENT, LLC,
as Collateral Agent

By:
Title:

Bruce A. Karsh
President

John B. Frank
Managing Director
and General Counsel

STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES)

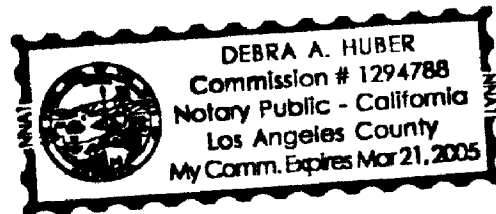
On APRIL 29, 2002 before me, DEBRA A. HUBER, a Notary Public, appeared BRUCE A. KARSH & JOHN FRANK personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within Release of Security Interest and acknowledged to me that she/he executed the same in her/his capacity, and that by her/his signature on the Release of Security Interest, the entity upon behalf of which the person acted executed the Release of Security Interest.

WITNESS my hand and official seal.

Debra A. Huber
Notary Public

(Seal)

DEBRA A. HUBER
Name (Typed or Printed)



SCHEDULE A-1
to the Trademark Security Agreement

Registered Trademark Collateral

MARK	CLASS GOODS/SERVICES	JURISDICTION	REG. NO. REG. DATE
1. CAFFE ESPRIT [±]	42 Restaurant services, in Class 42	United States	1,453,688 08/18/87
2. CAFFE ESPRIT (Stylized) [±]	42 Restaurant services, in Class 42	United States	1,526,188 02/21/89
3. E (Stylized)	25 Women's wearing apparel, namely, pants, dresses, skirts and shirts, in Class 25	United States	1,190,078 02/16/82
4. ESPRIT [*]	3 Perfume and toilet water, in Class 3	United States	817,950 11/01/66
5. ESPRIT [*]	3 Cologne and toilet soap, in Class 3	United States	1,341,934 06/18/85
6. ESPRIT [*]	9 Sunglasses, in Class 9	United States	1,342,393 06/18/85
7. ESPRIT [±]	11, 12, 20 Electric lighting fixtures, in Class 11; shopping carts, in Class 12; mannequins, desks, picture frames, stools, tables, chairs, shelving units and racks, in Class 20	United States	1,525,487 02/21/89

[±] Borrower makes no representation or warranty regarding Borrower's sole or exclusive ownership of, or regarding Borrower's sole or exclusive right to use, the mark contained in this registration.

^{*} The products on which the mark contained in this registration appears are products made by or on behalf of Esprit International. Consequently, Borrower makes no representation or warranty regarding Borrower's sole or exclusive ownership of, or Borrower's sole or exclusive right to use, the mark contained in this registration.

MARK	CLASS GOODS/SERVICES	JURISDICTION	REG. NO. REG. DATE
8. ESPRIT*	14 Watches, in Class 14	United States	1,056,960 01/25/77
9. ESPRIT*	14 Jewelry, in Class 14	United States	1,340,608 06/11/85
10. ESPRIT	18 Purses and handbags, in Class 18	United States	1,559,014 10/03/89
11. ESPRIT [†]	21 Beverageware, namely, plastic travel tumblers with screw-on covers and insulation for keeping liquids hot distributed through applicant's stores and applicant's promotional campaigns, in class 21	United States	1,791,665 09/07/93
12. ESPRIT	25 Belts, scarves, hats, socks, tights, leggings, sweatshirts, sweatpants, vests and coats, in Class 25	United States	1,480,858 03/15/88
13. ESPRIT	25 Women's shoes, in Class 25	United States	765,974 03/03/64
14. ESPRIT	42 Retail store services for clothing, clothing accessories, bedding, eyewear, jewelry, watches, books, stationery items, bags, shoes and socks, in Class 42	United States	1,709,010 08/18/92
15. ESPRIT (Stylized)*	3 Cologne and toilet soap, in Class 3	United States	1,341,933 06/18/85

MARK	CLASS GOODS/SERVICES	JURISDICTION	REG. NO. REG. DATE
16. ESPRIT (Stylized)*	9 Sunglasses, in Class 9	United States	1,287,788 07/31/84
17. ESPRIT (Stylized)	11, 12, 20 Electric lighting fixtures, in Class 11; shopping carts, in Class 12; mannequins, desks, picture frames, stools, tables, chairs, shelving units and racks, in Class 20	United States	1,524,372 02/14/89
18. ESPRIT (Stylized)*	14 Watches, in Class 14	United States	1,898,850 06/13/95
19. ESPRIT (Stylized)	18 Purses, handbags, tote bags, backpacks, wallets, messenger bags, key cases, hip packs, bookbags, cosmetic cases sold empty, and carry-on bags, in Class 18	United States	1,673,462 01/28/92
20. ESPRIT (Stylized)	25 Women's wearing apparel, namely, blouses, knit tops, halters, t-shirts, smock tops, sweaters, jackets, pants and skirts, and men's wearing apparel, namely, t-shirts, in Class 25	United States	1,401,275 07/15/86
21. ESPRIT (Stylized)	25 Belts, scarves, hats, socks, tights, leggings, sweatshirts, sweatpants, vests and coats, in Class 25	United States	1,481,649 03/22/88

MARK	CLASS GOODS/SERVICES	JURISDICTION	REG. NO. REG. DATE
22. ESPRIT (Stylized)	25 Shoes, slippers, boots, sneakers, athletic shoes, hosiery, socks, tights, leggings, leotards, gloves, hats, scarves, belts, vests, dresses, coats, mufflers, stockings, pajamas, panties, underwear, headbands, shorts, jogging suits, sweatshirts, sweat pants, ski jackets, ski pants, raincoats, robes, nightgowns and swimwear, in Class 25	United States	1,485,327 04/19/88
23. ESPRIT (Stylized)	42 Outlet services in the field of clothing, in Class 42	United States	1,408,003 09/02/86
24. ESPRIT BASIX and Design	25 Women's and children's clothing, namely, sweaters, sweater vests, cardigans, shirts, t-shirts, tank tops, sweatshirts, polo shirts, pants, shorts, dresses and skirts, in Class 25	United States	1,670,308 12/31/91
25. ESPRIT DE CORP. (Stylized)	25 Shoes, in Class 25	United States	1,419,245 12/02/86
26. ESPRIT DE CORP.	25 Women's wearing apparel, namely, blouses, knit tops, halters, t-shirts, smock tops, sweaters, jackets, pants and skirts, in Class 25	United States	1,163,810 08/04/81

MARK	CLASS GOODS/SERVICES	JURISDICTION	REG. NO. REG. DATE
27. ESPRIT/KIDS	25 Pants, overalls, skirts, shorts, jackets, sweaters, blouses, vests, sweat pants, shirts, leotards, hats, dresses, in Class 25	United States	1,440,613 05/26/87
28. ESPRIT/KIDS (Stylized)	25 Pants, overalls, skirts, shorts, jackets, sweaters, blouses, vests, sweat pants, shirts, leotards, hats, dresses, in Class 25	United States	1,445,156 06/30/87
29. ESPRIT SAN FRANCISCO CALIFORNIA USA SINCE 1969 and Design ⁺	18, 25 Handbags, in Class 18; t-shirts, in Class 25	United States	1,769,033 05/04/93
30. ESPRIT WORLDWIDE ⁺	9, 18 Cases for LP records, in Class 9; purses, handbags, tote bags, backpacks, cosmetic cases sold empty, key cases, wallets and coin purses, in Class 18	United States	2,415,422 12/26/00
31. WWW.ESPRIT.CO M	25 Clothing, namely, t-shirts, in Class 25	United States	2,334,789 03/28/00
32. WWW.ESPRIT.CO M	35 Online retail store services and online ordering services featuring clothing and clothing accessories, in Class 35	United States	2,470,108 07/17/001
33. ESPRIT (Stylized)*	9 (US 26) Sunglasses and spectacles, and frames and cases therefor, in Class 9	Puerto Rico	27335-A 08/18/86

MARK	CLASS GOODS/SERVICES	JURISDICTION	REG. NO. REG. DATE
34. ESPRIT DE CORP. (Stylized)	25 (US 39) Women's and girls' wearing apparel, namely, blouses, knit tops, halters, t-shirts, smock tops, sweaters, jackets, pants, skirts, shorts, belts, play suits, pedal pushers, jeans, swat shirts, sweat pants, caps, hats, overalls, sweater dresses, jumpsuits, camisole tops, swimming suits, leotards, and men's and boys' wearing apparel, namely, sweater pants, sweat shirts and t-shirts, in Class 25	Puerto Rico	7397 02/27/89

SCHEDULE A-2
to the Trademark Security Agreement

Unregistered Trademark Collateral

1. Pending Applications to Register Trademarks and Service Marks.
- a. "Use" Applications.

MARK	CLASS GOODS/SERVICES	JURISDICTION	APP. NO. APP. DATE
ESPRIT BEACH	25 Swimwear—namely, bathing suits and bathing-suit cover-ups, in Class 25	United States	76/265,408 06/01/01

- b. "Intent to Use" Applications.

MARK	CLASS GOODS/SERVICES	JURISDICTION	APP. NO. APP. DATE
E ² and Design	18, 25 Bags, handbags, small leather articles, namely, key cases, coin purses, wallets, tri-folds, clutches, checkbook covers, photo wallets, credit card cases, bags for cosmetics sold empty; accessories, namely, purses, shoulder bags, satchels, totes, backpacks, hip packs, book bags, carry-on bags and slings, in Class 18; footwear, socks, clothing belts, accessories, namely, tights, leggings, gloves, mufflers, scarves and hats, in Class 25	United States	75/435,730 02/17/98 ITU
ESPRIT (Stylized)	3, 4 Perfume, cologne, hand and body lotions, body powder, skin and toilet soaps, bath gels, hair shampoo, home fragrances, namely, room sprays used to scent a home, in Class 3; scented candles, in Class 4	United States	75/302,661 06/03/97 ITU

MARK	CLASS GOODS/SERVICES	JURISDICTION	APP. NO. APP. DATE
ESPRIT WORLDWIDE and Design (center globe)	16 Personal organizers, in Class 16	United States	75/772,318 08/10/99 ITU
LIFEWARE	18, 24 Tote bags, in Class 18; bath towel sets, fabric bath mats, table cloths not of paper, table linens, textile napkins and bed blankets, in Class 24	United States	75/427,130 02/02/98 (Parent app) ITU

2. Other Common Law Marks.

ESPRIT

ESPRIT DE CORP. (Stylized)

ESPRIT DE CORP. SINCE 1969 EDC GROUP SAN FRANCISCO

ESPRIT (stylized—claim of color red)

ESPRIT DE CORP. (stylized—claim of color red)

SCHEDULE A-3
to the Trademark Security Agreement

License Agreements

- 1) Amended and Restated License Agreement made as of July 1, 1988, by and between Esprit de Corp., a California corporation (as Licensor) and Esprit International, a California limited partnership (as Licensee).
- 2) License Agreement dated as of November 1, 1997 by and between Esprit de Corp. and Beach Patrol Inc., as amended.
- 3) License Agreement entered into effective as of June 5, 2001 by and between Esprit de Corp. and Backflips, Inc.
- 4) License Agreement between Esprit de Corp. and The Levy Group, Inc. effective as of July 3, 2001.
- 5) License Agreement entered into effective as of June 28, 2001 by and between Esprit de Corp. and Carole Hochman Designs, Inc. (for Girls)
- 6) License Agreement entered into effective as of June 28, 2001 by and between Esprit de Corp. and Carole Hochman Designs, Inc. (for Women)
- 7) License Agreement effective as of March 1, 2001 by and between Esprit de Corp. and Midwest Apparel Group, Inc., as amended.
- 8) License Agreement between Esprit de Corp. as Licensor and Vida Shoes International, Inc. as Licensee October 1, 2000.
- 9) El Mundo License Agreements:
 - (a) Unit Agreement dated May 1, 1998 by and between Esprit de Corp. and World's Inc. (Agana Shopping Center, Agana, Guam)
 - (b) Unit Agreement dated May 1, 1998 by and between Esprit de Corp. and World's Inc. (Micronesia Mall, Dededo, Guam)
- 10) Sporto License Agreements:

Development Agreement, as amended, dated May 1986 by and between Esprit de Corp. and Sporto, Inc. and the corresponding Unit Agreements for the store locations in the following shopping centers in Puerto Rico:

 - (a) Plaza Las Americas
 - (b) Plaza Del Caribe
 - (c) San Patricio Plaza
 - (d) Montehiedra Town Center

SCHEDULE A-4
to the Trademark Security Agreement

Threatened Disputes and Agreements with Third Parties

1. Fragrance International. On February 5, 2002, Borrower received a telephone call from Mr. Brad Levy, owner of Fragrance International. Fragrance International manufactures and distributes a fragrance bearing the name "Kiss & Tell." Mr. Levy alleged that Esprit's t-shirt (style #5133316), which contains the words "Kiss and Tell," infringed on his trademark rights.

2. Agreements With Third Parties.

a. Letter Agreement between Esprit de Corp. and Esprit de Corps for Hair, Inc., dated October 21, 1999.

b. Letter Agreement between Esprit de Corp. and Esprit De Corps Riding Academy, undated.

c. Letter Agreement between Esprit de Corp. and Tropitone Furniture Co., Inc., undated, together with Settlement Agreement between Esprit de Corp. and Tropitone Furniture Co., Inc., dated February 25, 2000.

d. Co-Existence Agreement between Esprit de Corp. and Bull, S.A., dated September 24, 1991.

e. Letter Agreement between Esprit de Corp. and Spectrian Corporation, dated June 8, 1998.

f. Letter Agreement between Esprit de Corp. and Ben Berger & Son d/b/a Ben Berger, dated December 14, 1995.

g. Letter Agreement between Esprit de Corp. and E. Remy Martin & Co., S.A. dated __ day of __, 1994.

h. Letter Agreement between Esprit de Corp. and Esprit "The Ultimate" Ski & Sports Club, Inc., dated March 31, 2000.

i. Letter Agreement between Esprit de Corp. and William G. Currier and Esprit Libre, dated June 27, 1999.

j. Agreement between Esprit de Corp. and UFO Contemporary, Inc., dated April 7, 1992.

k. Agreement between Esprit de Corp. and Technical Concepts L.P. , dated April 1, 1998.

- l. Agreement between Esprit de Corp. and Christine Martindale, dated April 9, 1992.
- m. Letter Agreement between Esprit de Corp., Esprit International, and APC Ltd., dated May 20, 1992.
- n. Letter Agreement between Esprit de Corp. and Steelcase Inc., dated December 19, 1989.
- o. Agreements similar to those listed in subsections a. – n. above, between Borrower and other third parties, that Borrower enters into in the ordinary course of operating its business, none of which, to Borrower 's knowledge, are, as of March 22, 2002, likely to materially impede the ability of Borrower to conduct its business as it is presently conducted