

12-23-2002



102319907

To the Honorable Commissioner of Patent, Trademark and Copyright Administration. Remarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Haru Holding Corp. 8685 N. W. 53rd Terrace Miami, FL 33166 [] Individual(s) [] Association [] General Partnership [] Limited Partnership [x] Corporation-State Delaware [] Other 12/17/02 Additional name(s) of conveying party(ies) attached? [] Yes [x] No

2. Name and address of receiving party(ies) Name: Wachovia, N.A., as Agent Internal Address: Street Address: 201 South College Street, CP-23 City: Charlotte State: NC Zip: 28288 [] Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [] Corporation-State [x] Other National Banking Association If assignee is not domiciled in the United States, a domestic representative designation is attached: [] Yes [x] No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? [] Yes [x] No

3. Nature of conveyance: [] Assignment [] Merger [] Security Agreement [] Change of Name [x] Other Notice of Grant of Security Interest Execution Date: December 2, 2002

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 76/419,458 B. Trademark Registration No.(s) 2,546,193 Additional number(s) attached [] Yes [x] No

6. Total number of applications and registrations involved: 02

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Steven D. Thomas Internal Address: Moore & Van Allen, PLLC Street Address: 2200 West Main Street Suite 800 City: Durham State: NC Zip: 27705

7. Total fee (37 CFR 3.41) \$ 65.00 [x] Enclosed [x] Authorized to be charged to deposit account 8. Deposit account number: 50-2316

DO NOT USE THIS SPACE

9. Signature. Steven D. Thomas Name of Person Signing [Signature] Signature December 17, 2002 Date [05] Total number of pages including cover sheet, attachments, and document:

12/20/2002 LMUELLER 00000260 76419458 01 FC:8521 40.00 OP 02 FC:8522 25.00 OP

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

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Please be advised that pursuant to the Security Agreement dated as of December 2, 2002 (as the same may be amended, modified, extended or restated from time to time, the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Wachovia Bank, National Association, as Agent (the "Agent") for the Lenders referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Agent for the ratable benefit of the Lenders:

TRADEMARKS

<u>Trademark Registration No.</u>	Description of Trademark <u>Item</u>	Date of <u>Trademark</u>
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See attached Schedule A.

TRADEMARK APPLICATIONS

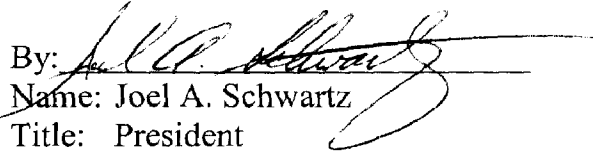
<u>Trademark Applications No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Applications</u>
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See attached Schedule A.

The Obligor and the Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

HARU HOLDING CORP.
a Delaware corporation

By: 
Name: Joel A. Schwartz
Title: President

Acknowledged and Accepted:

WACHOVIA BANK, NATIONAL ASSOCIATION,
as Agent

By: _____
Name:
Title:

The Obligor and the Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

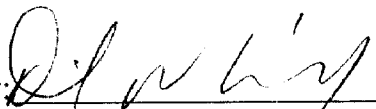
Very truly yours,

HARU HOLDING CORP.
a Delaware corporation

By: _____
Name: Joel A. Schwartz
Title: President

Acknowledged and Accepted:

WACHOVIA BANK, NATIONAL ASSOCIATION,
as Agent

By: 
Name: DAVID N. GONZALEZ
Title: SENIOR VICE PRESIDENT

Schedule A

**Haru Holding Company
(Delaware Corporation)**

U.S. Trademarks

Registered Mark

Mark	Registration No.	Registration Date
HARU <SPRING> and Design	2546193	3/12/02

Pending Application

Mark	Application No.	Filing Date
HARU	76419458	6/11/02