

U.S. Department of Commerce
Patent and Trademark OfficeRECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

1. Name of conveying party(ies):

SA-AL Universal, LLC

Individual(s) Association
 General Partnership Limited Partners
 Corporation - State NY
 Other Limited Liability corporation - State NY

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

2. Name and Address of receiving party(ies)

Name: Rosenthal & Rosenthal, Inc.

Address: 1370 Broadway, New York, NY 10018

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: July 1, 2003

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

A. Trademark Application No.(s) 76/463390, 76/442915, 76/442914 and 76/442747B. Trademark Registration No.(s) 2727098, 2632837, 2459237 and 2192194Additional numbers attached? Yes No

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

Dorothy R. Whitney, Esq.
 Cowan, Liebowitz & Latman, P.C.
 1133 Avenue of the Americas
 New York, NY 10036-6799

6. Total number of applications and registrations involved: 87. Total fee (37 CFR 3.41)..... \$ 180.00 Enclosed Any deficiency is authorized to be charged to
Deposit Account No. 03-3415.8. Deposit Account No. 03-3415

(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.

Dorothy R. Whitney, Esq.
 Name of Person Signing


 Signature

July 8, 2003
 Date

Total number of pages including cover sheet, attachments, and document: 5

Mail to: U.S. Patent and Trademark Office, Office of Public Records, Crystal Gateway 4, Room 335, Washington, DC 20231

SECURITY INTEREST

WHEREAS, SA-AL Universal, LLC, a limited liability corporation formed under the laws of New York located at 247 West 37th Street, New York, New York 10018 (the "Company"), has adopted, used and is using the marks annexed hereto as Schedule A (the "Marks"), and

WHEREAS, The Company is obligated to Rosenthal & Rosenthal, Inc. (the "Factor") located at 1370 Broadway, New York, New York 10018, pursuant to a Factoring Agreement dated the date hereof; and

WHEREAS, pursuant to the Factoring Agreement, the Company is granting to the Factor a security interest in the Marks, together with the good will of the business symbolized by the Marks;

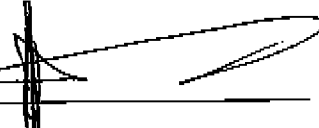
NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Company does hereby grant to the Factor a security interest in and to the Marks, together with the good will of the business symbolized by the Marks, which security interest shall secure all the Obligations as defined in the Factoring Agreement and in accordance with the terms and provisions thereof.

The Company expressly acknowledges and affirms that the rights and remedies of the Factor with respect to the security interest granted hereby are more fully set forth in the Factoring Agreement.

Dated: July 1, 2003

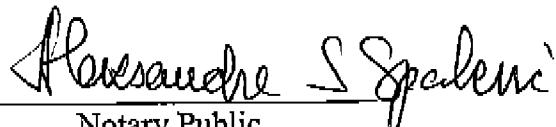
By 
MEMBER

SA-AL UNIVERSAL, LLC

By 
Title MEMBER

State of New York)
County of NEW YORK) ss.:

On the 1st day of July, 2003 before me, the undersigned, personally came sworn, ~~did depose and say that he resides at~~ DAVID SHAMOUELIAN AND PHILIPPE TENKHA that ~~he is~~ the MEMBERS of SA-AL Universal, LLC described in and which executed the foregoing instrument; that he executed the same in such capacity and that he had authority to execute such instrument and that by his signature on the instrument, the corporation duly executed the instrument.


Notary Public

ALEKSANDRA S. SPALEVIC
NOTARY PUBLIC, State of New York
No. 01SP5085314
Qualified in New York County
Commission Expires September 22, 2005

SCHEDULE A

<u>MARK</u>	<u>SERIAL/REG. NO.</u>	<u>CLASSES</u>
SHARAGANO	2727098	25
SHARAGANO	76-463390	3, 9, 18
Design Mark (Wavy Lines)	76-442915	25
Design Mark (Embroidery Stitches and wavy lines)	76-442914	25
SHARAGANO	76-442747	14
BUTSINA	2632837	25
SHARAGANO PARIS	2459237	35
SHARAGANO PARIS	2192194	25