

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2006)
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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

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

1. Name of conveying party(ies):
A.P. Deauville, LLC

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

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

3. Nature of conveyance:

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

Execution Date: 01/30/2004

2. Name and address of receiving party(ies)

Name: Wachovia Bank National Association

Internal Address: _____
Address: _____

Street Address: 190 River Road

City: Summit State: NJ Zip: 07901

- Individual(s) citizenship _____
- Association National Bank Association
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____
- 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) 76368903
76368904

B. Trademark Registration No.(s) 1466857

Additional number(s) attached Yes No

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

Name: Robert W. Smith

Internal Address: McCarter & English, LLP

Street Address: 100 Mulberry Street

Four Gateway Center

City: Newark State: NJ Zip: 07102

6. Total number of applications and registrations involved: _____

3

7. Total fee (37 CFR 3.41).....\$ 90.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

502639

DO NOT USE THIS SPACE

9. Signature.

Robert W. Smith
Name of Person Signing


Signature

2/12/04
Date

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

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

CH \$90.00 502639 76368903

TRADEMARK GRANT OF SECURITY

WHEREAS, A.P. DEAUVILLE, LLC, a limited liability company formed under the laws of New Jersey, ("Borrower") located at 594 Jersey Avenue, New Brunswick, New Jersey, has adopted, used and is using the marks shown in the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Borrower's obligations to WACHOVIA BANK NATIONAL ASSOCIATION ("Lender") located at 190 River Road, Summit, New Jersey, are evidenced by, inter alia: (i) a certain Promissory Note dated April 15, 2002 made by the Borrower in favor of Lender for repayment of \$1,500,000, as thereafter amended and increased in writing, (ii) a certain Promissory Note dated April 15, 2002 made by Borrower in favor of Lender for repayment of the original principal amount of \$250,000, as thereafter amended in writing, (iii) a certain Promissory Note dated August 26, 2002 made by the Borrower in favor of Lender for repayment of the original principal amount of \$250,000 (collectively the "Notes"), (iv) a certain Security Agreement dated April 15, 2002 (the "Security Agreement") by the Borrower in favor of Lender, and (v) a certain Second Modification to Loan Agreement dated as of January 30, 2004 by and among the Borrower, Lender and Frederick J. Horowitz (the "Guarantor") pertaining to the Notes (the "Loan Modification Agreement"); and

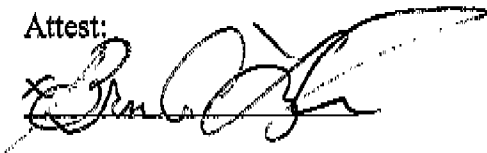
WHEREAS, pursuant to the Notes, Security Agreement and the Loan Modification Agreement (the "Agreements"), Borrower is granting to Lender a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Borrower does hereby grant unto Lender a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which grant and security interest shall secure all the Obligations as evidenced by the Agreements and in accordance with the terms and provisions thereof.

Borrower expressly acknowledges and affirms that the rights and remedies of Lender with respect to the grant and security interest granted hereby are more fully set forth in the Agreements.


Dated: Summit, New Jersey
January 30, 2004

Attest:



A.P. DEAUVILLE LLC

By:


Frederick J. Horowitz
President and CEO

Attest:

WACHOVIA BANK NATIONAL ASSOCIATION

By *Kathleen D. Strang*
Carol E. Strang
Sr. Vice President

STATE OF NEW JERSEY)
)
) SS:
)
COUNTY OF MIDDLESEX)

On this 30th day of January, 2004, before me personally came Frederick J. Horowitz, to me known, who, being by me duly sworn, did depose and say that he is the President of A.P. Deauville, LLC, the limited liability company described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said company.

ROSE E. POLICASTRO
NOTARY PUBLIC OF NEW JERSEY
Commission Expires 7/16/2008

Rose E. Policastro
Notary Public



STATE OF NEW JERSEY)
)
) SS:
)
COUNTY OF SUMMIT)

On this 5 day of February, 2004, before me personally came ~~Carole E. Strong~~ ^{Kathleen Czarnowski}, to me known, who, being by me duly sworn, did depose and say that she is a Vice President of Wachovia Bank National Association, the corporation described in and which executed the foregoing instrument; and that she signed his name thereto by order of the board of directors of said corporation.

Elizabeth Dauber
Notary Public

ELIZABETH DAUBER
NOTARY PUBLIC OF NEW JERSEY
Commission Expires 3/9/2008



**SCHEDULE A
(Trademarks)**

A.P. Deauville, LLC. owns the right to use the following names or has applications pending to use the following names:

POWER STICK, the deodorant	Federal Number 73-630448 Registration Number 1466857
LADY POWER STICK	Federal Number 76-368903 (application pending)
POWER STICK, the condom	Federal Number 76-368904 (application pending)

NWK2: 1124904.01
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