

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Steve & Barry's Michigan Inc.		09/30/2004	CORPORATION: MICHIGAN
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	The CIT Group/Business Credit, Inc., as Agent		
<b>Street Address:</b>	1211 Avenue of the Americas		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10036		
<b>Entity Type:</b>	CORPORATION: NEW YORK		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2399262	STEVE & BARRY'S UNIVERSITY SPORTSWEAR	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(866)459-2899		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	202-783-2700		
<b>Email:</b>	pagodoa@federalresearch.com		
<b>Correspondent Name:</b>	CBC Companies dba Federal Research		
<b>Address Line 1:</b>	1030 Fifteenth Street, NW, Suite 920		
<b>Address Line 2:</b>	attn: Penelope J.A. Agodoa		
<b>Address Line 4:</b>	Washington, DISTRICT OF COLUMBIA 20005		
<b>NAME OF SUBMITTER:</b>	Penelope J.A. Agodoa		
<b>Signature:</b>	/pja/		
<b>Date:</b>	03/01/2005		

**CH \$40.00 2399262**

Total Attachments: 3

**900020527**

**TRADEMARK  
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# RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

1. Name of conveying party(ies):  
Steve & Barry's Michigan INC.  
12 Harbor Park Drive  
Port Washington, NY 11050

- Individual(s)
- General Partnership
- Corporation-State: **Michigan**
- Other \_\_\_\_\_
- Association
- Limited Partnership

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

2. Name and address of receiving party(ies):  
Name: The CIT Group/Business Credit, Inc. as Agent  
Internal Address: \_\_\_\_\_  
Street Address: 1211 Avenue of the Americas  
City: New York State: NY ZIP: 10036

- 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 conveyances:  
 Assignment  Merger  
 Security Agreement  Change of Name  
 Other \_\_\_\_\_

Execution Date: September 30, 2004

4. Application Number(s) or registration number(s):  
A. Trademark Application.(s)  
SEE ATTACHED SCHEDULE A

B. Trademark registration No.(s)  
SEE ATTACHED SCHEDULE A

Additional numbers attached?  Yes  No

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

Name: Federal Research Corporation

Internal Address: \_\_\_\_\_

Street Address: 400 Seventh Avenue, N.W., Suite 101

City: Washington State: DC ZIP: 20004

6. Total number of applications and registrations involved: ..... 1

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

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: \_\_\_\_\_

(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*

Roger S. Chari  
Name of Person Signing

  
Signature

October 5, 2004  
Date

Total number of pages including coversheet, attachments and document: 3

**TRADEMARK GRANT OF SECURITY**

WHEREAS, the undersigned companies (collectively the "Companies"), located at 12 Harbor Park Drive, Port Washington, NY 11050, have adopted, used and are 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, the Companies are obligated to THE CIT GROUP/BUSINESS CREDIT, INC. ("CIT") and various other financial institutions (collectively, "Lenders") and CIT as agent for Lenders ("Agent") pursuant to (i) a certain Financing Agreement, dated the date hereof, among Agent, Lenders, the Companies and certain other companies and (ii) a certain Trademark Collateral Security Agreement, dated the date hereof, made by the Companies in favor of Agent (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, the Companies are granting to Agent for its benefit and for the ratable benefit of Lenders 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, the Companies do hereby grant to Agent for its benefit and for the benefit of the Lenders 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 security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

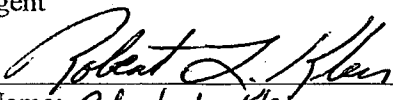
Each Company expressly acknowledges and affirms that the rights and remedies of Agent and Lenders with respect to the security interest granted hereby are more fully set forth in the Agreements.

Dated: New York, New York  
September 30, 2004

STEVE & BARRY'S MICHIGAN INC.

By:   
Name: Barry Prevor  
Its: CHAIRMAN

THE CIT GROUP/BUSINESS CREDIT, INC.,  
as Agent

By:   
Name: Robert L. Klein  
Its: Vice President

SCHEDULE A

Schedule A to a Trademark Grant of Security dated September 30, 2004, by and between STEVE & BARRY'S MICHIGAN INC. and THE CIT GROUP/BUSINESS CREDIT, INC., as Agent.

REGISTRATION NO.  
OR APPLICATION NO.

REGISTRATION  
OR FILING DATE

MARK

2399262

October 31, 2000

Steve & Barry's University Sportswear ®