

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Security Agreement		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Rafaella Apparel Group, Inc.		06/20/2005	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	HSBC Bank USA, National Association		
<b>Street Address:</b>	452 Fifth Avenue		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10018		
<b>Entity Type:</b>	National Association:		
<b>PROPERTY NUMBERS Total: 3</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2075890	RAFAELLA	
Registration Number:	2075889	RAFAELLA	
Registration Number:	1870614	V VERRAZANO	
<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/		

CH \$90.00 2075890

Date:

07/07/2005

**Total Attachments: 10**

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## **TRADEMARK GRANT OF SECURITY INTEREST**

WHEREAS, RAFAELLA APPAREL GROUP, INC., a corporation formed under the laws of Delaware and located at 1411 Broadway, New York, New York 10018 (“Borrower”), is the owner of 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 is obligated to HSBC BANK USA, NATIONAL ASSOCIATION (“HSBC”) and various other financial institutions (collectively, “Lenders”) and HSBC as agent for Lenders (“Agent”) pursuant to (i) a certain Financing Agreement, dated the date hereof, among Agent, Lenders, Borrower, Verrazano, Inc. and each other subsidiary of the Borrower which becomes a guarantor of the obligations thereunder from time to time and (ii) a certain Trademark Collateral Security Agreement, dated the date hereof, made by Borrower 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, Borrower is 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, Borrower does hereby grant to Agent for its benefit and for the ratable benefit of 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.

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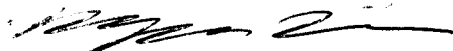
Borrower expressly acknowledges and affirms that the rights and remedies of Agent and Lenders with respect to the security interest granted hereby are more fully set forth in the Agreements.

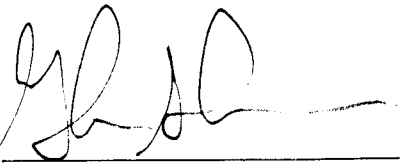
Dated: New York, New York

June 20, 2005

Witness:

RAFAELLA APPAREL GROUP, INC.

  
Morgan Mills

By: 

Name: Glenn S. Palmer

Its: CEO

Witness:

HSBC BANK USA, NATIONAL  
ASSOCIATION, as Agent

\_\_\_\_\_

By: \_\_\_\_\_

Name:

Its:

Borrower 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

June 20, 2005

Witness:

RAFAELLA APPAREL GROUP, INC.

\_\_\_\_\_

By: \_\_\_\_\_

Name:

Its:

Witness:

HSBC BANK USA, NATIONAL  
ASSOCIATION, as Agent

  
\_\_\_\_\_

By:   
\_\_\_\_\_

Name: *Lisa H. Augustus*  
*Vice President*

Its:

STATE OF NEW YORK )

: ss.:

COUNTY OF NEW YORK )

On this \_\_\_ day of June, 2005, before me personally came \_\_\_\_\_, to me known, who, being by me duly sworn, did depose and say that s/he is the \_\_\_\_\_ of Rafaella Apparel Group, Inc., the corporation described in and which executed the foregoing instrument; and that s/he signed her/his name thereto by order of the board of directors of said corporation.

\_\_\_\_\_  
Notary Public

STATE OF NEW YORK )

: ss.:

COUNTY OF NEW YORK )

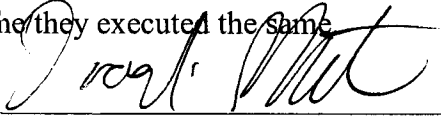
On this 17 day of June, 2005, before me personally came LISA AUGUSTUS to me known, who, being by me duly sworn, did depose and say that s/he is the VP of HSBC Bank USA, National Association, the corporation described in and which executed the foregoing instrument; and that s/he was authorized to sign her/his name thereto on behalf of said corporation.

Rosemary Degnan  
Notary Public

ROSEMARY DEGNAN  
No. 01DE4809658  
Notary Public, State of New York  
Qualified in Nassau County  
My Commission Expires Feb. 28, 2007

STATE OF NEW YORK     )  
  )ss.:  
COUNTY OF NEW YORK    )

On this 20<sup>th</sup> day of June, 2005, before me appeared Glenn Palmer to me known to be the individual described in and who executed the foregoing instrument and acknowledged that he/she/they executed the same

  
\_\_\_\_\_  
NOTARY

**Todd A. Matras**  
**Notary Public – State of New York**  
**Number 02MA6054605**  
**Qualified in Kings County -**  
**Certificate filed in New York County**  
**Commission Expires February 12, 2007**

**Schedule 4.21**  
**Intangible Property of Rafaella and Subsidiaries:**

Owned Intangible Property (subject to the terms set forth in the Consent Agreement referred to below):

The following trademarks have been registered or are subject to an application for registration:

Mark	Country or U.S. State	Registration/Application Number	Date of Registration/Application	Goods/Services/ Int'l Class
RAFAELLA	U.S.A.	Reg. No.: 2075890	Reg. Date: July 1, 1997	IC 25: women's sportswear clothing, namely, pants, shirts, jackets, blazers, blouses, T-shirts, sweaters, skirts, dresses, suits, vests and shorts.
RAFAELLA (stylized)	U.S.A.	Reg. No.: 2075889	Reg. Date: July 1, 1997	IC 25: women's sportswear clothing, namely, pants, shirts, jackets, blazers, blouses, T-shirts, sweaters, skirts, dresses, suits, vests and shorts.
V VERRAZANO (stylized)	U.S.A.	Reg. No.: 1870614	Reg. Date: December 27, 1994	IC 25: women's sportswear clothing; namely, pants, skirts, jackets, blouses, sweaters, vests and shorts.
RAFAELLA	Arizona	Reg. ID No.: 23667	Reg. Date: August 15, 1985	IC 25: women's sportswear clothing; namely, pants, skirts, jackets,



Mark	Country or U.S. State	Registration/Application Number	Date of Registration/Application	Goods/Services/ Int'l Class
				blouses, sweaters, vests and shorts; State Class 39
RAFAELLA	California	Reg. No.: 76856/14244	Reg. Date: May 1, 1985	IC 25: women's sportswear clothing; namely, pants, skirts, jackets, blouses, sweaters, vests and shorts; State Class 39
RAFAELLA	Colorado	Reg. ID No.: 19851029111	Reg. Date: August 14, 1985	IC 25: women's sportswear clothing; namely, pants, skirts, jackets, blouses, sweaters, vests and shorts; State Class 39
RAFAELLA	Florida	Reg. No.: T03190	Reg. Date: April 29, 1985	IC 25: women's sportswear clothing; namely, pants, skirts, jackets, blouses, sweaters, vests and shorts ; State Class 39
RAFAELLA	Illinois	Reg. No.: 57054	Reg. Date: August 16, 1985	IC 25: women's sportswear clothing; namely, pants, skirts, jackets, blouses, sweaters, vests and shorts
RAFAELLA	Kansas		Reg. Date: April 23, 1985	IC 25: women's sportswear clothing; namely, pants, skirts, jackets,

Mark	Country or U.S. State	Registration/Application Number	Date of Registration/Application	Goods/Services/ Int'l Class
				blouses, sweaters, vests and shorts
RAFAELLA	Michigan	Reg. No.: 11044*	Reg. Date: May 16, 1985	IC 25: women's sportswear clothing; namely, pants, skirts, jackets, blouses, sweaters, vests and shorts
RAFAELLA	New Jersey	Reg. No.: 5826	Reg. Date: April 17, 1985	IC 25: women's sportswear clothing; namely, pants, skirts, jackets, blouses, sweaters, vests and shorts
RAFAELLA	New York	Reg. No.: R27978 and R23052*	Reg. Date: May 25, 1995 and April 23, 1985	IC 25: women's sportswear clothing; namely, pants, skirts, jackets, blouses, sweaters, vests and shorts; State Class 39
RAFAELLA	Ohio	Reg. No.: TM11077	Reg. Date: August 15, 1985	IC 25: women's sportswear clothing; namely, pants, skirts, jackets, blouses, sweaters, vests and shorts; State Class 25: dresses, jackets, shirts, pants, shorts and skirts
RAFAELLA	Pennsylvania	Reg. No.: 0881519*	Reg. Date: August 15, 1985	IC 25: women's sportswear clothing; namely, pants,

Mark	Country or U.S. State	Registration/Application Number	Date of Registration/Application	Goods/Services/ Int'l Class
				skirts, jackets, blouses, sweaters, vests and shorts
RAFAELLA	Texas	Reg. No.: 4483017	Reg. Date: May 7, 1985	IC 25: women's sportswear clothing; namely, pants, skirts, jackets, blouses, sweaters, vests and shorts; State Class 39
RAFAELLA	Virginia	Reg. No.: 3901	Reg. Date: October 9, 1985	IC 25: women's sportswear clothing; namely, pants, skirts, jackets, blouses, sweaters, vests and shorts; State Class 39