

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Plaza IP Holdings LLC (USA)		04/07/2006	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	CPS 1 Realty LP
Street Address:	c/o El Ad Properties NY LLC, 575 Madison Avenue
Internal Address:	23rd Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10022
Entity Type:	LIMITED PARTNERSHIP: DELAWARE

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Registration Number:	1455862	PP THE PLAZA
Registration Number:	1217869	PP
Registration Number:	1389501	THE PLAZA
Registration Number:	1428110	THE PLAZA
Registration Number:	2498616	YOUNG PLAZA AMBASSADORS

CORRESPONDENCE DATA

Fax Number: (212)801-6400
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Email: turkoj@gtlaw.com, santiagoc@gtlaw.com, biancoc@gtlaw.com
 Correspondent Name: Alan N. Sutin
 Address Line 1: 200 Park Avenue
 Address Line 2: 34th Floor
 Address Line 4: New York, NEW YORK 10166

CH \$140.00 1455862

ATTORNEY DOCKET NUMBER:	47055-011400
NAME OF SUBMITTER:	Jessica Turko
Signature:	/jessicaturko/
Date:	08/15/2006
Total Attachments: 3 source=3 securit agreement_20060815054536#page1.tif source=3 securit agreement_20060815054536#page2.tif source=3 securit agreement_20060815054536#page3.tif	

NOTICE OF SECURITY AGREEMENT

WHEREAS, Plaza IP Holdings LLC (USA), a Delaware limited liability company (the "Pledgor"), is the owner of certain trademarks and service marks, including without limitation the registrations therefor in the United States Patent and Trademark Office as set forth on **Schedule A** annexed hereto and made a part hereof, (collectively, the "Trademarks");

WHEREAS, Pledgor has entered into that certain Plaza IP Holdings Pledge and Security Agreement (CPS 1 Realty) dated as of April 7, 2006 (the "Security Agreement"), between the Pledgor and CPS 1 Realty LP, a Delaware limited partnership ("Secured Party");

WHEREAS, pursuant to the Security Agreement, the Pledgor has agreed to grant to Secured Party a security interest in Pledgor's performance obligations in that certain Trademark License Agreement entered into as of the date hereof between Pledgor, as licensor, and Secured Party, as licensee, (the "Trademark License Agreement") relating to Pledgor's right, title, and interest in and to the Trademarks;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Pledgor does hereby grant to Secured Party, a security interest in Pledgor's performance obligations in the Trademark License Agreement as security for the payment and performance of the Obligations as defined in the Security Agreement.

[SIGNATURES FOLLOW ON NEXT PAGE]

IN WITNESS WHEREOF, the Pledgor has caused this Notice of Security Agreement to be duly executed by its authorized officer or agent as of April 7, 2006.

PLAZA IP HOLDINGS LLC (USA)

By: _____
Name: Miki Naftali
Title: President

STATE OF New York)
)
COUNTY OF New York) ss.:

On this 7th day of April, 2006, before me personally came Miki Naftali to me known, who, being by me duly sworn, did depose and say that he is the President of Plaza IP Holdings LLC (USA), the Delaware limited liability company described herein and which executed the foregoing instrument; and that he signed his name thereto pursuant to the authority granted by said corporation.

[NOTARIAL SEAL]

My Commission Expires: 1/20/08

JOSHUA D. BROWN
Notary Public, State of New York
No. 01BR6104342
Qualified in New York County
Commission Expires January 20, 2008

SCHEDULE A
(Trademarks)

Mark: PP THE PLAZA (& DESIGN)
U.S. Trademark Reg. No. 1,455,862
Registered: September 1, 1987
Filed: November 21, 1986
For "hotel and restaurant services"

Mark: PP (Stylized)
U.S. Trademark Reg. No. 1,217,869
Registered: November 23, 1982
Filed: August 25, 1980
For "nightclub services; hotel, restaurant and catering services"

Mark: THE PLAZA
U.S. Trademark Reg. No. 1,389,501
Registered: April 8, 1986
Filed: September 9, 1985
For "hotel and restaurant services"

Mark: THE PLAZA
U.S. Trademark Reg. No. 1,428,110
Registered: February 10, 1987
Filed: July 7, 1986
For "metal key holders; ties, scarves and robes; candy sold exclusively on applicant's premises; newsletters and books on a variety of topics; champagne, wine and cognac"

Mark: YOUNG PLAZA AMBASSADORS
U.S. Trademark Reg. No. 2,498,616
Registered: October 16, 2001
Filed: March 2, 1998
For "providing a children's and young adults' club for entertainment, sporting and cultural activities in connection with hotel services; clothing and accessories, namely, shirts, polo shirts, sweatshirts, sweat pants, tee-shirts, bathrobes, shorts, ties, nightshirts, nightgowns, sweaters, jackets, coats, wind resistant jackets, headwear, scarves, gloves, hats, shoes, boots, slippers, pants, skirts, belts, dresses, blouses, jeans, leggings, body suits, socks and hosiery"