

**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>
CC MANUFACTURING, INC.	FORMERLY CALVIN CLOTHING COMPANY, INC.	12/21/2006	CORPORATION: PENNSYLVANIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	PHILLIPS-VAN HEUSEN CORPORATION		
<b>Doing Business As:</b>	DBA Calvin Klein, Inc.		
<b>Street Address:</b>	200 Madison Avenue		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10016		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	0933999	CALVIN	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(212)218-2200		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	212-218-2100		
<b>Email:</b>	wolsen@fchs.com		
<b>Correspondent Name:</b>	FITZPATRICK, CELLA, HARPER & SCINTO		
<b>Address Line 1:</b>	30 Rockefeller Plaza		
<b>Address Line 2:</b>	38th Floor		
<b>Address Line 4:</b>	New York, NEW YORK 10112-3801		
<b>ATTORNEY DOCKET NUMBER:</b>	03199.000600		
<b>NAME OF SUBMITTER:</b>	Warren E. Olsen (Reg. No. 27,290)		
<b>Signature:</b>	/warreneolsen/		

CH \$40.00 0933999

Date:

12/21/2006

**Total Attachments: 2**

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**SECURITY AGREEMENT**

THIS SECURITY AGREEMENT (this "Agreement") made as of this 21 day of December 2006 by JAMES ALPERIN and CC MANUFACTURING, INC., formerly known as CALVIN CLOTHING COMPANY (together, "Grantor") in favor of PHILLIPS-VAN HEUSEN CORPORATION ("Grantee");

**WITNESSETH**

WHEREAS, Grantor and certain of its affiliates, and Grantee and certain of its affiliates are parties to that certain Agreement dated September 27, 2006 (as the same has been or may hereafter be amended, restated, supplemented or otherwise modified from time to time, the "Settlement Agreement") providing for the transfer of the trademark listed on Schedule A hereto (the "Secured Property") from Grantor to CALVIN KLEIN TRADEMARK TRUST, in which Grantee through Calvin Klein, Inc. has a beneficial ownership interest; and

WHEREAS, Grantee is required by the lenders under its Amended and Restated Revolving Credit Agreement to secure a lien on, and first priority security interest in and to the Secured Property and Grantor's obligations to Grantee under the Settlement Agreement ("Obligations"), on and subject to the terms hereof;

NOW, THEREFORE, in consideration of the premises set forth herein and for other good and valuable consideration, receipt and sufficiency of which are hereby acknowledged, Grantor agrees as follows:

1. Grant of Security Interests. To secure the performance of the Obligations, including, without limitation, the assignment of the Secured Property from Grantor to Grantee pursuant to the Settlement Agreement, Grantor hereby grants to Grantee, for its benefit and the benefit of its affiliates, a continuing first priority lien and security interest in and to Grantor's entire right, title and interest in and to the following (all of the following items or types of property being herein collectively referred to as the "Collateral"), whether now owned or existing or hereafter created, acquired or arising in the Secured Property and all of the goodwill associated therewith.

2. Delegation. Grantor consents to Grantee filing UCC Financing Statements and taking other steps required to perfect its lien on the Collateral.

IN WITNESS WHEREOF, Grantor has duly executed this Agreement as of the date first written above.

CC MANUFACTURING, INC., formerly known as  
CALVIN CLOTHING COMPANY

By: [Signature]  
Name: JAMES ALPERIN  
Title: PRESIDENT

\_\_\_\_\_  
JAMES ALPERIN

Agreed and Accepted  
As of the Date First Written Above

PHILLIPS-VAN HEUSEN CORPORATION

By: [Signature]  
Name: MARK D. RECHER  
Title: VICE PRESIDENT

SCHEDULE A

TRADEMARK REGISTRATIONS

<u>Trademark Description</u>	<u>U.S. Registration No.</u>	<u>Date Registered</u>
Calvin	933,999	