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
Kobra International, Ltd.		11/14/2007	CORPORATION:

RECEIVING PARTY DATA

Name:	Israel Discount Bank of New York
Street Address:	511 Fifth Avenue, 13th Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10017
Entity Type:	Bank:

PROPERTY NUMBERS Total: 45

Property Type	Number	Word Mark
Registration Number:	3309460	NICOLE MILLER STUDIO
Registration Number:	3262496	NICOLE MILLER
Registration Number:	3304479	NICOLE BY NICOLE MILLER
Registration Number:	3192111	NICOLE MILLER
Registration Number:	3238425	MILLERGIRL
Registration Number:	3154986	NICOLE BY NICOLE MILLER
Registration Number:	2842350	NICOLE MILLER
Registration Number:	2855579	NICOLE MILLER
Registration Number:	2618743	NICOLE MILLER
Registration Number:	2488518	NICOLE MILLER
Registration Number:	2237645	NICOLE NICOLE MILLER
Registration Number:	1841144	NICOLE MILLER
Registration Number:	1783441	NICOLE MILLER
Registration Number:	1787269	NICOLE MILLER
		TDADEMARK

TRADEMARK "

REEL: 003679 FRAME: 0021

900094153

Registration Number:	1902188	NICOLE MILLER
Registration Number:	1974853	NICOLE MILLER
Registration Number:	2067507	NICOLE MILLER
Serial Number:	78849191	NICOLE MILLER NEW YORK
Serial Number:	78849186	NICOLE MILLER COLLECTION
Serial Number:	78558398	NICOLE BY NICOLE MILLER
Serial Number:	78952958	N STAR
Serial Number:	78715386	MILLER GIRL
Serial Number:	78640368	MILLERMAN
Serial Number:	78558411	MILLER GIRL
Serial Number:	78558402	NICOLE BY NICOLE MILLER
Serial Number:	78506301	MILLERMEN
Serial Number:	78504093	MILLERMAN
Serial Number:	78337091	NICOLE & CO.
Serial Number:	78358983	MILLERGIRL
Serial Number:	78337100	NICKI BY NICOLE MILLER
Serial Number:	78337097	MILLERGIRL @ NICOLE MILLER
Serial Number:	78314973	MILLERGIRL@NICOLEMILLER
Serial Number:	77129856	NICKI NICOLE MILLER
Serial Number:	77239228	3RD DATE COLLECTION
Serial Number:	77211917	DREAMCOMING
Serial Number:	77281235	NICOLE & CO. BY NICOLE MILLER NYC
Serial Number:	77268109	N BY NICOLE MILLER
Serial Number:	77129926	NICKI NICOLE MILLER
Serial Number:	77115023	NICKI NICOLE MILLER
Serial Number:	77090299	THE THIRD DATE BRA
Serial Number:	77090292	THE BLIND DATE BRA
Serial Number:	76520086	NICOLE & CO. BY NICOLE MILLER NYC
Serial Number:	76552617	MILLERGIRL@NICOLE MILLER
Serial Number:	76018539	NICOLE MILLER
Serial Number:	78558408	NICOLE BY NICOLE MILLER

CORRESPONDENCE DATA

Fax Number: (212)735-8708

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 212 735-8600

Email: jfeldman@morrisoncohen.com

Correspondent Name: Joel Feldman, Esq., Morrison Cohen LLP

Address Line 1: 909 Third Avenue

Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	19809-001(JFELDMAN)
NAME OF SUBMITTER:	Joel Feldman
Signature:	/d/joel feldman
Date:	12/13/2007

Total Attachments: 4

source=TRADEMARK GRANT OF SEC INT#page1.tif source=TRADEMARK GRANT OF SEC INT#page2.tif source=TRADEMARK GRANT OF SEC INT#page3.tif source=TRADEMARK GRANT OF SEC INT#page4.tif

GRANT OF SECURITY INTEREST (TRADEMARKS)

The undersigned, KOBRA INTERNATIONAL, LTD., a New York corporation (the "Grantor"), is obligated to ISRAEL DISCOUNT BANK OF NEW YORK, as Administrative Agent (in such capacity, the "Secured Party") and the lenders from time to time party to the Credit Agreement, dated as of November 14, 2007 (as amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement"), by and among the Grantor, such lenders and the Secured Party, and pursuant to which the Grantor has entered into the Security Agreement, dated as of November 14, 2007 (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement"), by and between the Grantor, the subsidiaries of the Grantor from time to time party thereto and the Secured Party.

Pursuant to the Security Agreement, the Grantor has granted to the Secured Party a security interest in and to all of the right, title and interest of the Grantor in and to the trademarks listed on Schedule 1, which trademarks are registered in the United States Patent and Trademark Office (the "Trademarks"), together with the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the prompt payment, performance and observance of the Obligations (as defined in the Security Agreement).

For good and valuable consideration, the receipt of which is hereby acknowledged, and for the purpose of recording the grant of the security interest as aforesaid, the Grantor does hereby further grant to the Secured Party a security interest in, the Collateral to secure the prompt payment, performance and observance of the Obligations (as defined in the Security Agreement).

The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Secured Party with respect to the security interest in the Collateral made and granted hereby are set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

The Secured Party's address is: 511 Fifth Avenue, 13th Floor, New York, New York 10017.

IN WITNESS WHEREOF, the Grantor has caused this Grant of Security Interest to be duly executed by its duly authorized officer as of the 1 4 day of November, 2007.

KOBRA INTERNATIONAL, LTD.

Bv:

Name:

Title:

912101_1

STATE OF NE	W YORK)	
)	SS.
COUNTY OF	NewYork)	

On the 14th day of November in the year 2007 before me, the undersigned, personally appeared B. Brand Yom Mim, personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signature(s) on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument.

Notary Public

My COHNISSIGNERNires:
NOTARY PUBLIC-STATE OF NEW YORK
No. 02-Gl6105943
Qualified in New York County
Commission Expires February 23, 2008

Schedule 1 to Grant of Security Interest (Trademarks) by Kobra International, Ltd. Dated as of November 14, 2007

<u>MARK</u>	SERIAL NO.	REGISTRATION NO.	REGISTRATION DATE
Nicole Miller Studio	78807938	3309460	October 9, 2007
Nicole Miller	786 30319	3262496	July 10, 2007
Nicole by Nicole Miller	78849255	3304479	October 2, 2007
Nicole Miller	78703204	3192111	January 2, 2007
Millergirl	78978010	3238425	May 1, 2007
Nicole by Nicole Miller	78505844	3154986	October 10, 2006
Nicole Miller	76458892	2842350	May 18, 2004
Nicole Miller	76018539	275321	August 19, 2003
Nicole Miller	76458893	2855579	June 22, 2004
Nicole Miller	76091882	2618743	September 10, 2002
Nicole Miller	75703986	2488518	September 11, 2001
Nicole Nicole Miller	75317091	2237645	April 6, 1999
Nicole Miller	74801596	1841144	June 21, 1994
Nicole Miller	74166288	1783441	July 20, 1993
Nicole Miller	74152155	1787269	August 10, 1993
Nicole Miller	74151534	1902188	June 27, 1995
Nicole Miller	74658381	1974853	May 21, 1996
Nicole Miller	74554387	2067507	June 3, 1997

MARK APPLICATION	SERIAL NO.	REGISTRATION NO.	FILING DATE
Nicole Miller New York	78849191		
Nicole Miller Collection	78849186		
Nicole by Nicole Miller	78558398		
N Star	78952958		
Miller Girl	78715386		
Millerman	78640368		
Miller Girl	78558411		
Nicole by Nicole Miller	78558408		
Nicole by Nicole Miller	78558402		
Millermen	78506301		
Millerman	78504093		*
Nicole & Co.	78337091		
Millergirl	78358983		
Nicki by Nicole Miller	78337100		
Millergirl @ Nicole Miller	78337097		
Millergirl@NicoleMiller	78314973		
Nicki Nicole Miller	77129856		
3 rd Date Collection	77239228		
Dreamcoming	77211917		
Nicole & Co. by Nicole Miller NYC	77281235		
N by Nicole Miller	77268109		
Nicki Nicole Miller	77129926		
Nicki Nicole Miller	77115023		
The Third Date Bra	77090299		
The Blind Date Bra	77090292		
Nicole & Co. by Nicole Miller NYC	76520086		
Millergirl@Nicole Miller	76552617		

TRADEMARK
REEL: 003679 FRAME: 0027

RECORDED: 12/13/2007