

05-25-2001



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U.S. Department of Commerce
Patent and Trademark Office

RM COVER SHEET
RKS ONLY

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

1. Name of conveying party(ies):
 Bob Mackie International, Ltd. **5.21-01**

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State New York
 Other _____

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

2. Name and Address of receiving party(ies)

Name: Rosenthal & Rosenthal, Inc.

Address: 1370 Broadway
New York, New York 10018

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 conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: May 15, 2001

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) 75/846,460 **2,155,562, 1,940,358,**
 B. Trademark Registration No.(s) 1,811,905, 1,823,766,
 _____ Additional numbers attached? Yes No 1,402,250, 1,387,192, 1,325,937

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

Peter R. Porcino

Cowan, Liebowitz & Latman, P.C.
1133 Avenue of the Americas
New York, NY 10036-6799

6. Total number of applications and registrations involved: 8

7. Total fee (37 CFR 3.41)..... \$ 215
 Enclosed
 Any deficiency is authorized to be charged to
 Deposit Account No. 03-3415.

8. Deposit Account No. 03-3415
 (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.

Peter R. Porcino *Peter R. Porcino* 5/18/01
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 6

Mail to: U.S. Patent and Trademark Office, Office of Public Records, Crystal Gateway 4, Room 335, Washington, DC 20231

SECURITY INTEREST

WHEREAS, Bob Mackie International, Ltd., a corporation formed under the laws of Bermuda, located at 545 Madison Avenue, New York, New York 10022 (the "Company"), has adopted, used and is using the marks annexed hereto as Schedule A (the "Marks"), and is licensor of the Marks under certain licenses annexed hereto as Schedule I (the "Licenses"); and

WHEREAS, The Company is obligated to Rosenthal & Rosenthal, Inc. (the "Lender") located at 1370 Broadway, New York, New York 10018, pursuant to a Loan Agreement dated the date hereof between the Lender and the Company and a certain Security Agreement in Trademarks and Licenses, dated the date hereof made by the Company in favor of the Lender (the "Agreements"); and

WHEREAS, pursuant to the Agreements, the Company is granting to the Lender a security interest in the Marks, together with the good will of the business symbolized by the Marks, and in the Licenses;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Company does hereby grant to the Lender a security interest in and to the Marks, together with the good will of the business symbolized by the Marks, and a security interest in and to the Licenses, which security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

The Company expressly acknowledges and affirms that the rights and remedies of the

Lender with respect to the security interest granted hereby are more fully set forth in the Agreements.

Dated: May 15, 2001

BOB MACKIE INTERNATIONAL, LTD.

By Marc Schwartz
Title Chief Operating Officer

[Use if signing within the State of New York]

State of New York)
County of NEW YORK) ss.:

On the 15th day of MAY in the year 2001 before me, the undersigned, personally appeared MARC A SCHWARTZ, 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.

[Signature]
Signature and Office of
individual taking acknowledgement

OMAR J. B. [unclear]
Notary Public, State of New York
No. 41-479659/
Qualified in Queens Co.
Commission Expires July 31, 2001

[Use if signing outside the State of New York]

State, District of Columbia, Territory, Possession or Foreign Country

_____) ss.:
County of _____)

On the _____ day of _____ in the year _____ before me, the undersigned, personally appeared _____, 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, and that such individual made such appearance before the undersigned in the _____ . (Insert the city or other political subdivision and the state or country or other place the acknowledgement was taken.)

Signature and Office of
individual taking acknowledgement

SCHEDULE A

<u>Trademark</u>	<u>Application/Reg. No.</u>	<u>Owner</u>	<u>Int'l Class</u>	<u>Goods/Services</u>
PERHAPS	2,155,562	Bob Mackie International, Ltd.	3	Perfume, Eau de Toilette, Body Lotion and Bath Gel
BOB MACKIE	1,940,358	Bob Mackie International, Ltd.	3	Perfume and toilet water
BOB MACKIE	1,811,905	Bob Mackie International, Ltd.	9	Sunglasses and eyeglass frames; costume jewelry, watches
BOB MACKIE BOUTIQUE	1,823,766	Bob Mackie International, Ltd.	25	Women's evening wear, namely, dresses, skirts, pants, jackets, boleros, gowns, suits, capes and cover ups
BOB MACKIE	1,402,250	Bob Mackie International, Ltd.	25	clothing, namely suits, coats, blazers, jackets, capes, dresses, skirts, slacks, pants, sweaters, blouses, shirts, tops, cocktail dresses, gowns, fur capes, fur wraps and fur jackets
BOB MACKIE (Stylized)	1,387,192	Bob Mackie International Ltd.	3	Perfumes and toilet waters
M & Design	1,325,937	Bob Mackie International, Ltd.	25	Women's and girls' swimwear and accessories consisting of pants, shorts, dresses, skirts, halters, shirts and hats.
MASQUERADE BOB MACKIE (Stylized)	75,846,460	Bob Mackie International, Ltd.	3	Perfumes: Toilet Water

Bob Mackie Design Group, Ltd.
License Abstracts
 (as of 3/16/01)

LICENSEE	PRODUCT	TERRITORY	ORIGINAL DATE OF AGREEMENT	CURRENT TERM	RENEWAL TERMS
Creative Optics, Inc.	Eyewear	US	May 1, 1997	Through 4/30/03	Additional 3 year term
EL-LA Design, Inc.	QVC Program	QVC only	July 1, 1994	Through 6/30/01	year to year- hope to expand relationship
FAO Schwarz	Girls Princess Costumes Casegoods & Upholstered Furn.	US	Aug. 1, 2000	Through 7/30/02	None Specified
Ladd Furniture, Inc.	Dresses	Worldwide	Feb. 1, 1998	Through 1/31/04	We renewed early
La Rose, Inc.	Dresses	US	Oct. 1, 2000	Through 3/31/04	Annual Renewals
Mattel, Inc.	Collectible Barbie Dolls	Worldwide	Jan. 1, 1991	Through 12/31/04	None Specified
Murray Feiss Lighting	Lighting Fixtures	NAFTA	Sept. 1, 1999	Through 8/31/01	None Specified
Oriental Weavers of America, Inc.	Rugs	NAFTA	Aug. 1, 1999	Through 10/30/02	None Specified
Premium Bag	Luggage	US	Jan. 1, 2001	Through 3/31/03	2 year renewal
Riviera Concepts, Inc.	Fragrance	Worldwide	May 19, 1997	Through 12/31/43	None Specified
The Franklin Mint	Collectible Jewelry	Worldwide	Sept. 1, 1988	Through 10/1/02	3 year renewals
The Pedre Co., Inc.	Matches	NAFTA	March 28, 1992	Through 8/31/01	year to year
Victoria Creations	QVC Jewelry	QVC only	Aug. 1, 1994	Through 7/31/01	year to year