



11-06-2002



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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

Phillips-Van Heusen Corporation

10-29-02

- Individual(s) Association General Partnership Limited Partnership Corporation-State Delaware Other

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: October 17, 2002

2. Name and address of receiving party(ies)

Name: JPMorgan Chase Bank, as administrative and collateral agent

Internal Address: Attn: Robert Morrow, Account Officer

Street Address: 1166 Avenue of the Americas, 16th Floor

City: New York State: NY Zip: 10036

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State a New York banking corporation 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

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

A. Trademark Application No.(s) See Exhibit B attached hereto.

B. Trademark Registration No.(s) See Exhibit A attached hereto.

Additional number(s) attached Yes No

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

Name: Debra Schaumberger, Esq.

Internal Address: Kaye Scholer LLP

Street Address: 425 Park Avenue

City: New York State: NY Zip: 10022

6. Total number of applications and registrations involved:

30

7. Total fee (37 CFR 3.41): \$ 765.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

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.

Johanne R. Rémy Name of Person Signing

Signature

October 25, 2002 Date

Total number of pages including cover sheet, attachments, and document: 7

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

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DO NOT USE THIS SPACE

EXHIBIT A

REGISTERED TRADEMARKS

| <u>Trademark</u> | <u>Reg. Date</u> | <u>Reg. No.</u> |
|---------------------------------|-------------------|-----------------|
| ABBOT AND DESIGN | January 24, 1928 | 237,983 |
| DESIGN ONLY STYLIZED "I" | October 12, 1999 | 2285217 |
| I IZOD AND CREST DESIGN | August 1, 2000 | 2,372,074 |
| IZOD | March 6, 2001 | 2,433,910 |
| SUV | August 8, 2000 | 2,375,853 |
| IZOD CLUB AND STYLIZED I DESIGN | October 12, 1999 | 2,285,202 |
| IZOD PERFORMX | December 11, 2001 | 2,518,381 |

EXHIBIT BTRADEMARK APPLICATIONS

| <u>Trademark</u> | <u>Filing Date</u> | <u>Application No.</u> |
|-------------------------------|--------------------|------------------------|
| AMERICAN KHAKIS BY VAN HEUSEN | February 25, 2000 | 75-927545 |
| BASS SOFTWARE AND DESIGN | May 28, 2002 | 76-413856 |
| BASS SUNJUNSOFT | May 28, 2002 | 76-413855 |
| COOLFAST | August 16, 2002 | 76-441935 |
| EST. 1959 417 AUTHENTIC | April 5, 2001 | 76-235647 |
| G.H. BASS | July 3, 2001 | 76-279996 |
| G.H. BASS & CO. | July 24, 2000 | 76-095161 |
| G.H. BASS & CO. | November 4, 1998 | 75-582467 |
| IZOD | April 26, 2001 | 76-246204 |
| IZOD | December 28, 2001 | 76-353177 |
| IZOD 3X | October 22, 1999 | 75-829259 |
| IZOD BOXERS | October 18, 2001 | 76-326410 |
| IZOD CLUB | November 15, 2000 | 76-165253 |
| IZOD PERFORMX | June 26, 2000 | 76-076965 |
| IZOD PFX | March 21, 2002 | 76-385939 |
| MILANO UOMO | August 10, 2000 | 76-107204 |
| PERFORMX | November 18, 1999 | 75-851803 |
| PERFORMX | January 10, 2000 | 75-893578 |
| THE ORIGINAL ARTICLE | October 28, 1999 | 75-833311 |
| VAN HEUSEN | March 1, 2001 | 76-219459 |
| VAN HEUSEN | March 13, 2001 | 76-224104 |
| VAN HEUSEN | June 13, 2001 | 76-270443 |
| VAN HEUSEN | October 22, 2001 | 76-328776 |

SECURITY AGREEMENT

(TRADEMARKS)

WHEREAS, Phillips-Van Heusen Corporation, a Delaware corporation (herein referred to as "Grantor"), has adopted, used and is using the trademarks listed on the annexed Schedule 1 annexed hereto as part hereof, which trademarks are registered in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, Grantor is obligated to JPMorgan Chase Bank, a New York banking corporation, as administrative and collateral agent (referred to herein as the "Grantee") and the other Secured Parties as defined in the Omnibus Pledge and Security Agreement dated as of October 17, 2002 (the "Security Agreement") among Grantor, the other Pledgors named therein and the Grantee for the payment and performance of the Secured Obligations (as defined in the Security Agreement); and

WHEREAS, pursuant to the Security Agreement, Grantor has granted to Grantee a security interest in, and mortgage on, all right, title and interest of Grantor in and to 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 payment, performance and observance of the Secured Obligations;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Grantor does hereby further grant to Grantee a security interest in, and mortgage on, the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

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

Grantee's address is 1166 Avenue of the Americas, 16th Floor, New York, NY 10036, Attention of Robert Morrow, Account Officer.

IN WITNESS WHEREOF, Grantor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of the 17 day of October, 2002.

PHILLIPS-VAN HEUSEN CORPORATION

By: Pamela N. Hootkin

Name: **Pamela N. Hootkin**
Title: **Vice President**

SCHEDULE I TO SECURITY AGREEMENT

REGISTERED TRADEMARKS

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| BASS SUNJUNSOFT | May 28, 2002 | 76-413855 |
| COOLFAST | August 16, 2002 | 76-441935 |
| EST. 1959 417 AUTHENTIC | April 5, 2001 | 76-235647 |
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| G.H. BASS & CO. | July 24, 2000 | 76-095161 |

| <u>Trademark</u> | <u>Filing Date</u> | <u>Application No.</u> |
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