



**UCC FINANCING STATEMENT**

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

**A. NAME & PHONE OF CONTACT AT FILER [optional]**  
 Kristie Rubendunst

**B. SEND ACKNOWLEDGMENT TO: (Name and Address)**

LITTMAN KROOKS LLP  
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 New York, NY 10017-5617

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DELAWARE DEPARTMENT OF STATE  
 U.C.C. FILING SECTION  
 FILED 06:41 PM 11/09/2004  
 INITIAL FILING NUM: 4316634 7  
 AMENDMENT NUMBER: 0000000  
 SRV: 040809921

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

**1. DEBTOR'S EXACT FULL LEGAL NAME** - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME  
 Badgley Mischka Licensing LLC

OR

1b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

1c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY  
 215 West 40th Street, 6th Floor New York NY 10018 US

1d. SEE INSTRUCTIONS ADD'L INFO RE ORGANIZATION DEBTOR 1e. TYPE OF ORGANIZATION 1f. JURISDICTION OF ORGANIZATION 1g. ORGANIZATIONAL ID #, if any  
 NONE  
 LLC Delaware 3870730

**2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME** - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME

OR

2b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

2c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

2d. SEE INSTRUCTIONS ADD'L INFO RE ORGANIZATION DEBTOR 2e. TYPE OF ORGANIZATION 2f. JURISDICTION OF ORGANIZATION 2g. ORGANIZATIONAL ID #, if any  
 NONE

**3. SECURED PARTY'S NAME** (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME  
 UCC Funding Corporation

OR

3b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

3c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY  
 1330 Avenue of the Americas New York NY 10019 US

4. This FINANCING STATEMENT covers the following collateral:  
 See Schedule A, attached.

5. ALTERNATIVE DESIGNATION (if applicable): LESSEE/LESSOR CONSIGNEE/CONSIGNOR BAILEE/BAILOR SELLER/BUYER AG. LIEN NON-UCC FILING

6. This FINANCING STATEMENT is to be filed (or record) (or recorded) in the REAL ESTATE RECORDS. Attach Addendum (if applicable) 7. Check to REQUEST SEARCH REPORT (S) on Debtor(s) (OPTIONAL FEE) All Debtors Debtor 1 Debtor 2

8. OPTIONAL FILER REFERENCE DATA  
 Filed with: DE - Secretary of State F#108148 A#187296

**SCHEDULE A**

The Collateral includes all assets of Debtor, including the following Badgley Mischka trademark applications/registrations:

<u>Mark</u>	<u>Class</u>	<u>App.#</u>	<u>App. Date</u>
Badgley Mischka	3	78/340,139	12/12/2003
Badgley Mischka	25	78/301,227	09/16/2003
Badgley Mischka	25	52911/94	05/31/1994