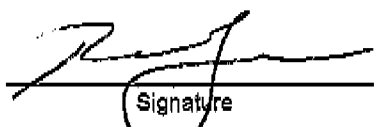


Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2006) Tab settings ⇨ ⇨ ⇨	RECORDATION FORM COVER SHEET TRADEMARKS ONLY	U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.		
1. Name of conveying party(ies): A.P. Deauville, LLC <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation-State <input checked="" type="checkbox"/> Other <u>Limited Liability Company</u>	2. Name and address of receiving party(ies) Name: <u>Wachovia Bank National Association</u> Internal Address: _____ Address: _____ Street Address: <u>190 River Road</u> City: <u>Summit</u> State: <u>NJ</u> Zip: <u>07901</u> <input type="checkbox"/> Individual(s) citizenship _____ <input checked="" type="checkbox"/> Association <u>National Bank Association</u> <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input type="checkbox"/> Corporation-State _____ <input type="checkbox"/> Other _____ <small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from assignment)</small> Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input checked="" type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ Execution Date: <u>01/30/2004</u>		
4. Application number(s) or registration number(s): A. Trademark Application No.(s) <u>76368903</u> <u>76368904</u> B. Trademark Registration No.(s) <u>1466857</u>		
Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Robert W. Smith</u> Internal Address: <u>McCarter & English, LLP</u> Street Address: <u>100 Mulberry Street</u> <u>Four Gateway Center</u> City: <u>Newark</u> State: <u>NJ</u> Zip: <u>07102</u>	6. Total number of applications and registrations involved: 3	
7. Total fee (37 CFR 3.41).....\$ 90.00 <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account		
8. Deposit account number: <u>502639</u>		
DO NOT USE THIS SPACE		
9. Signature. Robert W. Smith _____ Name of Person Signing		
 Signature		
<u>2/12/04</u> Date		
Total number of pages (including cover sheet, attachments, and document): 5		

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

CH \$90.00 502639 76368903

TRADEMARK GRANT OF SECURITY

WHEREAS, A.P. DEAUVILLE, LLC, a limited liability company formed under the laws of New Jersey, ("Borrower") located at 594 Jersey Avenue, New Brunswick, New Jersey, has adopted, used and is using the marks shown in the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Borrower's obligations to WACHOVIA BANK NATIONAL ASSOCIATION ("Lender") located at 190 River Road, Summit, New Jersey, are evidenced by, inter alia: (i) a certain Promissory Note dated April 15, 2002 made by the Borrower in favor of Lender for repayment of \$1,500,000, as thereafter amended and increased in writing, (ii) a certain Promissory Note dated April 15, 2002 made by Borrower in favor of Lender for repayment of the original principal amount of \$250,000, as thereafter amended in writing, (iii) a certain Promissory Note dated August 26, 2002 made by the Borrower in favor of Lender for repayment of the original principal amount of \$250,000 (collectively the "Notes"), (iv) a certain Security Agreement dated April 15, 2002 (the "Security Agreement") by the Borrower in favor of Lender, and (v) a certain Second Modification to Loan Agreement dated as of January 30, 2004 by and among the Borrower, Lender and Frederick J. Horowitz (the "Guarantor") pertaining to the Notes (the "Loan Modification Agreement"); and

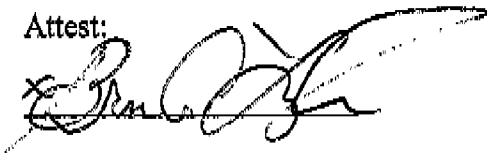
WHEREAS, pursuant to the Notes, Security Agreement and the Loan Modification Agreement (the "Agreements"), Borrower is granting to Lender a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Borrower does hereby grant unto Lender a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which grant and security interest shall secure all the Obligations as evidenced by the Agreements and in accordance with the terms and provisions thereof.

Borrower expressly acknowledges and affirms that the rights and remedies of Lender with respect to the grant and security interest granted hereby are more fully set forth in the Agreements.


Dated: Summit, New Jersey
January 30, 2004

Attest:



A.P. DEAUVILLE, LLC

By:


Frederick J. Horowitz
President and CEO

Attest:

WACHOVIA BANK NATIONAL ASSOCIATION

By Kathleen D. Strang
Carol E. Strang
Sr. Vice President

STATE OF NEW JERSEY)
)
) SS:
COUNTY OF MIDDLESEX)

On this 30th day of January, 2004, before me personally came Frederick J. Horowitz, to me known, who, being by me duly sworn, did depose and say that he is the President of A.P. Deauville, LLC, the limited liability company described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said company.

ROSE E. POLICASTRO
NOTARY PUBLIC OF NEW JERSEY
Commission Expires 7/16/2008

Rose E. Policastro
Notary Public



STATE OF NEW JERSEY)
)
) SS:
COUNTY OF SUMMIT)

On this 5 day of February, 2004, before me personally came ^{*Kathleen Czarnowski*} ~~Carole E. Strong~~, to me known, who, being by me duly sworn, did depose and say that she is a Vice President of Wachovia Bank National Association, the corporation described in and which executed the foregoing instrument; and that she signed his name thereto by order of the board of directors of said corporation.

Elizabeth Dauber
Notary Public

ELIZABETH DAUBER
NOTARY PUBLIC OF NEW JERSEY
Commission Expires 3/9/2008



**SCHEDULE A
(Trademarks)**

A.P. Deauville, LLC. owns the right to use the following names or has applications pending to use the following names:

POWER STICK, the deodorant	Federal Number 73-630448 Registration Number 1466857
LADY POWER STICK	Federal Number 76-368903 (application pending)
POWER STICK, the condom	Federal Number 76-368904 (application pending)

NWK2: 1124904.01
30962-00000