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

1. Name of conveying party(ies):

MICHAEL KORS, L.L.C.

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

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

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other Notice of Grant of Security Interest

Execution Date: March 31, 2004

2. Name and address of receiving party(ies)

THE CIT GROUP/COMMERCIAL SERVICES, INC.

Name: _____
 Internal Address: Attention: Stephen Leavenworth, Senior Vice President
 Street Address: 1211 Avenue of the Americas

City: New York State: NY Zip: 10036

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation – State _____
- 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)

PLEASE SEE THE ATTACHED.

B. Trademark Registration No.(s)

PLEASE SEE THE ATTACHED.

Additional number(s) attached? Yes No

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

Name: Elizabeth J. Moody, Esq.

Internal Address: _____

Paul, Weiss, Rifkind, Wharton & Garrison LLP

Street Address: _____

1285 Avenue of the Americas

City: New York State: NY Zip: 10019-6064

6. Total number of applications and registrations involved: **12**

7. Total fee (37 CFR 3.41) _____ \$ 315.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

50-0706

(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.

Elizabeth J. Moody
Name of Person Signing

Elizabeth J. Moody
Signature

4/6/04
Date

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

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

04/08/2004 ECI/EPER 00000033 500706 2410931
40.00 DA
275.00 MA
01 FC:0321
02 FC:0322

Trademarks

<u>Mark</u>	<u>Registration No.</u>
KORS MICHAEL KORS	2810931
KORS MICHAEL KORS	2824657
MICHAEL KORS	2708259
MICHAEL KORS	2520758
MICHAEL KORS	2520757
MICHAEL KORS	2049326
MICHAEL KORS	1977507
MICHAEL KORS	2547039
MICHAEL KORS	2476689

Notice of Grant of Security Interest in Trademarks

NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS (this "Notice"), dated as of March 31, 2004, made by Michael Kors, L.L.C., a Delaware limited liability company (the "Grantor"), in favor of The CIT Group/Commercial Services, Inc., as collateral agent for the Lenders (as defined in the Credit Agreement referred to below) (in such capacity, the "Secured Party").

WHEREAS, pursuant to the Credit Agreement, dated as of March 31, 2004 (as amended, amended and restated, supplemented or otherwise modified from time to time, the "Credit Agreement"), by and among and Michael Kors (USA), Inc., a Delaware corporation, the Grantor and the other Guarantors party thereto, each of the several banks and other financial institutions or entities from time to time party thereto, JPMorgan Chase Bank, as Administrative Agent, and the Secured Party;

WHEREAS, the Grantor is the owner of the trademarks and service marks set forth on Schedule 1 attached hereto, including the associated registrations and applications for registration set forth in Schedule 1 attached hereto (collectively, the "Trademarks");

WHEREAS, pursuant to the Guarantor Pledge and Security Agreement, dated as of March 31, 2004, by and among the Grantor, JPMorgan Chase Bank, as Administrative Agent, and the Secured Party (as amended, supplemented or otherwise modified from time to time, the "Security Agreement"), the Grantor granted, assigned and conveyed to the Secured Party a security interest in, and lien on, certain intellectual property owned by the Grantor, including the Trademarks and the goodwill of the business symbolized by the Trademarks and all products and proceeds of the foregoing (collectively, the "Trademark Collateral"); and

WHEREAS, pursuant to the Security Agreement, Grantor agreed to execute and deliver to Secured Party this Notice for purposes of filing the same with the United States Patent and Trademark Office (the "PTO") to confirm, evidence and perfect the security interest in the Trademark Collateral granted pursuant to the Security Agreement;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and subject to the terms and conditions of the Security Agreement, the Grantor hereby grants, assigns and conveys to the Secured Party a security interest in, and lien on, the Trademark Collateral, in each case now existing or hereafter acquired, provided that the grant of security interest shall not include any Trademark that may be deemed invalidated, canceled or abandoned due to the grant and/or enforcement of such security interest unless and until such time that the grant and/or enforcement of the security interest will not affect the validity of such Trademark.

The Grantor hereby acknowledges the sufficiency and completeness of this Notice to create the security interest in the Trademark Collateral and to grant the same to the Secured Party, and the Grantor hereby requests the relevant trademark office and/or governing body to file and record the same together with the annexed Schedule 1.

The Grantor and the Secured Party hereby acknowledge and agree that the security interest in the Trademark Collateral may only be terminated in accordance with the terms of the Security Agreement.

IN WITNESS WHEREOF, the undersigned has caused this Notice to be duly executed and delivered as of the date first above written.

MICHAEL KORS, L.L.C.

By: *Joseph B Parsons*
Name: JOSEPH B. PARSONS
Title: EVP & CFO

See attached.

MICHAEL KORS, L.L.C.
Schedule of US Coverage

Country	Mark	App. No. App. Date	Reg. No. Reg. Date	Class(es)	Status
United States of America	KORS BY MICHAEL KORS	76/481,813 Jan 13 2003		25	Pending Intent to Use
United States of America	KORS MICHAEL KORS	75/901,918 Jan 22 2000	2810931 Feb 3 2004	3	Registered
United States of America	KORS MICHAEL KORS	76/481,812 Jan 13 2003	2824657 Mar 23 2004	25	Registered
United States of America	MICHAEL KORS	75/714,822 May 27 1999	2708259 Apr 22 2003	3	Registered
United States of America	MICHAEL KORS	75/714,821 May 27 1999	2520758 Dec 18 2001	9	Registered
United States of America	MICHAEL KORS	78/278,264 Jul 24 2003		14,20,21,24	Pending Intent to Use
United States of America	MICHAEL KORS	75/714,819 May 27 1999	2520757 Dec 18 2001	18	Registered
United States of America	MICHAEL KORS	74/219,653 Nov 7 1991	2049326 Apr 1 1997	25	Registered
United States of America	MICHAEL KORS	74/119,978	1977507	25	Registered

MICHAEL KORS, L.L.C. - Schedule of US Coverage (cont'd)

Dec 3 1990 Jun 4 1996

United States of America	MICHAEL KORS	76/234,839	2547039	35	Registered
		Apr 4 2001	Mar 12 2002		

United States of America	MICHAEL MICHAEL KORS	75/901,936	2476689	3	Registered
		Jan 22 2000	Aug 7 2001		

United States of America	MK MICHAEL KORS	78/278,276		3,9,14,18,20,21,24,25,35	Pending
		Jul 24 2003			Intent to Use

TM? Administrator - 12 Records - END OF REPORT

IPPO WebTMS: printed Mar 29 2004 11:37:36 AM

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RANDOLPH E. PAUL (1946-1956)
SIMON H. RIFKIND (1950-1995)
LOUIS S. WEISS (1927-1950)
JOHN F. WHARTON (1927-1977)

WRITER'S DIRECT DIAL NUMBER

212-373-3421

WRITER'S DIRECT FACSIMILE

212-492-0421

WRITER'S DIRECT E-MAIL ADDRESS

emody@paulweiss.com

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FACSIMILE (202) 223-7420

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STEVEN L. WOLFRAM
LISA YANO
JORDAN E. YARETT
ALFRED D. YOUNGWOOD

*NOT ADMITTED TO NEW YORK BAR.

April 7, 2004

By Federal Express

BOX ASSIGNMENTS
Commissioner of Patents & Trademarks
Washington, D.C. 20231

Notice of Grant of Security Interest in Trademarks

Dear Sir/Madam:

We submitted a form for recording yesterday which was missing the list of trademarks affected by the notice of grant of security interest. Accordingly, we are enclosing that list, along with a copy of the filing mailed yesterday. Enclosed please find the following for recordation in the United States Patent and Trademark Office ("PTO") on behalf of The CIT Group/Commercial Services, Inc.:

1. One Recordation Form Cover Sheet for Trademarks and a copy thereof;
2. One Notice of Grant of Security Interest in Trademarks, dated as of March 31, 2004; and
3. A self-addressed stamped postcard which the PTO is requested to stamp with the date received and return to the addressee.

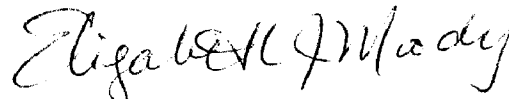
Commissioner of Patents & Trademarks

2

You are hereby authorized to charge the amount of \$315.00 from deposit account number 50-0706 in the name of Paul, Weiss, Rifkind, Wharton & Garrison LLP to cover the recordation fee.

Please call me at (212) 373-3421 if you have any questions regarding the enclosed.

Very truly yours,

A handwritten signature in cursive script that reads "Elizabeth J. Moody". The signature is written in black ink and is positioned above the printed name.

Elizabeth J. Moody

Enclosures

Trademarks

<u>Mark</u>	<u>Registration No.</u>
KORS MICHAEL KORS	2810931
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