



102791697

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To the Honorable Commissioner of Pate.

hed original documents or copy thereof.

1. Name of conveying party(ies):
 NEWPORT NEWS HOLDINGS CORPORATION
 711 THIRD AVENUE
 NEW YORK, NY 10017 **7-7-04**

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

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

2. Name and address of receiving party(ies):
 Name: THE CIT GROUP/BUSINESS CREDIT, INC., as Agent
 Internal Address: _____
 Street Address: 1211 AVENUE OF THE AMERICAS
 City: New York State: NY ZIP: 10036

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

3. Nature of conveyances:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: 6/22/2004

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)

4. Application Number(s) or registration number(s):
 A. Trademark Application.(s)
SEE ATTACHED SCHEDULE A

Additional numbers attached? Yes No

B. Trademark registration No.(s)
SEE ATTACHED SCHEDULE

TRADEMARK FEE PROCESS RECEIVED
 JUL - 7 P 3: 50
 U.S. PATENT & TRADEMARK OFFICE

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Tonya Chapple
 Internal Address: CSC
80 State Street 6th Fl.
 Street Address: _____
 07/14/2004 MBETACIE 00000106 2465672
 FC: 8521 40.00 OP
 FD: 4522 1675.00 OP
Albany ZIP: 12207

6. Total number of applications and registrations involved: 44

7. Total fee (37 CFR 3.41): \$ 1115.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____
 (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

Daniel M. Ford
 Name of Person Signing

Daniel Ford
 Signature

June 25, 2004
 Date

Total number of pages including coversheet, attachments and document: 5

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



SCHEDULE A

Trademark	Country	Reg. No.	Reg. Date	App. No.	App. Date	Status
BUILD YOUR OWN BIKINI	US	2,465,672	7/3/01	76/066,503	6/9/00	Registered
CAMI	US	2,793,219	12/9/03	75/935,249	2/16/00	Registered
CHINOLOGY	US	2,429,982	2/20/01	76/004,418	3/20/00	Registered
DESIGNED TO MAKE THE BODY YOU HAVE LIKE THE BODY YOU WANT	US	2,540,145	2/19/02	76/228,105	3/22/01	Registered
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JAMES RIVER TRADERS and design	US	1,306,087	11/20/84	73/443,750	9/13/83	Registered
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JEANOLOGY STUDIO	US	2,340,499	4/11/00	75/607,523	12/14/98	Registered
N DESIGN	US	2,464,610	6/26/01	75/846,883	11/12/99	Registered

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NEWPORT NEWS	US	2,379,372	8/22/00	75/784,333	8/26/99	Registered
NEWPORT NEWS COMFORT BEAR	US	2,394,295	10/10/00	75/670,429	3/30/99	Registered
NEWPORT NEWS DISCOUNT CLUB	US	2,198,548	10/20/98	75/393,605	11/20/97	Registered
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QUADKINI	US	2,430,406	2/20/01	75/667,707	3/25/99	Registered
SECOND HAND NEWS FASHION CATALOG RETURNS FOR YOU & YOUR HOME and design	US	2,256,062	6/22/99	75/372,257	10/14/97	Registered
SHAPE & SLIM	US	2,113,070	11/11/97	75/147,836	8/9/96	Registered
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SWIM 21	US	2,152,547	4/21/98	75/308,051	6/12/97	Registered
THE 12 DAYS OF SHOPPING	US	2,420,276	1/9/01	75/775,754	8/11/99	Registered

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THE BEST IDEA IN A THOUSAND YEARS	US	2,585,876	6/25/02	75/765,011	8/23/99	Registered

TRADEMARK GRANT OF SECURITY

WHEREAS, NEWPORT NEWS HOLDINGS CORPORATION, a corporation formed under the laws of Delaware, located at 711 Third Avenue, New York, NY 10017 ("Borrower"), 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 is obligated to THE CIT GROUP/BUSINESS CREDIT, INC. ("CIT") and various other financial institutions (collectively, "Lenders") and CIT as agent for Lenders ("Agent") pursuant to (i) a certain Loan and Security Agreement, dated the date hereof, among Agent, Lenders, Borrower and certain Guarantors and (ii) a certain Trademark Collateral Security Agreement, dated the date hereof, made by Borrower in favor of Agent (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

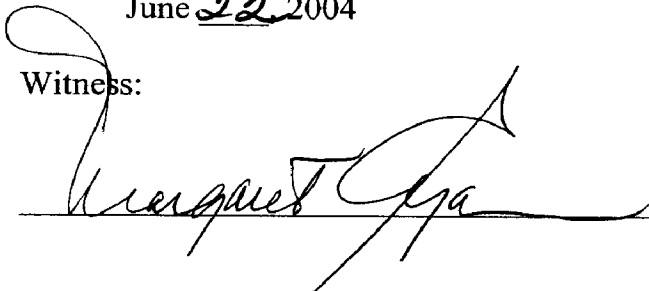
WHEREAS, pursuant to the Agreements, Borrower is granting to Agent for its benefit and for the ratable benefit of Lenders a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Borrower does hereby grant to Agent for its benefit and for the ratable benefit of Lenders 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 security interest shall secure all the Secured Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

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

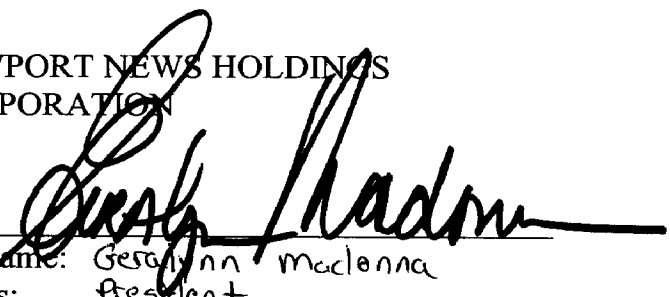
Dated: New York, New York
June 22, 2004

Witness:

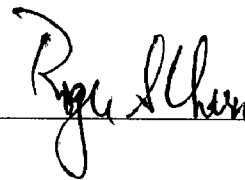


NEWPORT NEWS HOLDINGS CORPORATION

By:

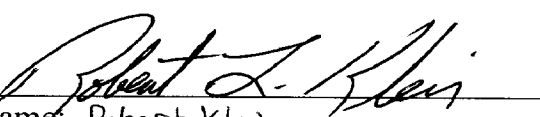

Name: Geraldynn MacLenna
Its: President

Witness:



THE CIT GROUP/BUSINESS CREDIT, INC.,
as Agent

By:


Name: Robert Klein
Its: vice President

SCHEDULE A

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1176032.1/DMF/11535/073 6/25/2004

RECORDED: 07/07/2004

**TRADEMARK
REEL: 003008 FRAME: 0697**