

08-27-2004



6-23-03

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

RE

102823646 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):
 Bernard Chaus, Inc. **6-23-03**
 530 Seventh Avenue
 New York, New York 10018

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State: New York
 Other **7-23-04**

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other **Corrective Document Reel#002611, Frame#0816**

Execution Date: 09/27/02

2. Name and address of receiving party(ies)
 The CIT Group/Commercial Services, Inc., as Agent
 Internal Address: 1211 Avenue of the Americas
 Street Address: 1211 Avenue of the Americas
 New York New York 10036
 City: State: Zip:

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State: New York
 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 ATTACHED SCHEDULE A

B. Trademark Registration No.(s)
 SEE ATTACHED SCHEDULE A

Additional number(s) attached Yes No

6. Total number of applications and registrations involved: **7**

7. Total fee (37 CFR 3.41).....\$ **190.00**

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

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

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Federal Research
 Internal Address:
 Street Address: 1030 Fifteenth Street, NW
 Suite 920
 City: Washington State: DC Zip: 20005

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 ASSIGNMENT S DIV

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.

Francella H. Ashby **Francella H. Ashby** April 8, 2003
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: **5**

06/24/2003 6TON11 00000005 2418302

01 FC:8521 40.00 DP
 02 FC:8522 150.00 DP

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

SCHEDULE A

Schedule A to a Trademark Assignment of Security dated September 27, 2002, by and between Bernard Chaus, Inc. and The CIT Group/Commercial Services, Inc.

REGISTRATION NO. OR APPLICATION NO.	REGISTRATION OR FILING DATE	MARK
CHAUS & CO.		Pending
JOSEPHINE CHAUS	January 2, 2001	2418302
CHAUS	March 10, 1998	2142502
J. CHAUS		Pending
CHAUS SPORT	November 3, 1992	1729446
CHAUS SPORT		Pending
MS. CHAUS	June 25, 1985	1344543
CHAUS WOMAN	July 17, 1984	1286105
CHAUS	February 28, 1984	1268658
JOSEPHINE	July 7, 1981	1160142

11/702

11-07-2002



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Tab settings =>=>=>

To the Honorable Commissioner of Pa

... attached original documents or copy thereof.

1. Name of conveying party(ies):

Bernard Chau, Inc.
530 Seventh Avenue
New York, New York 10018

11-7-02

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

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

3. Nature of conveyances:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: September 27, 2002

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

A. Trademark Application.(s)

SEE ATTACHED SCHEDULE A

2. Name and address of receiving party(ies):

Name: The CIT Group/Commercial Services, Inc.

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 _____

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

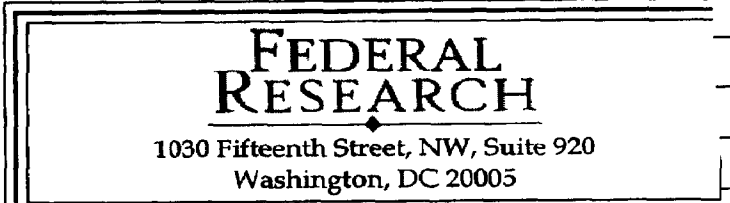
B. Trademark registration No.(s)

SEE ATTACHED SCHEDULE A

Additional numbers attached? Yes No

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

Name:



City: _____ State: _____ ZIP: _____

6. Total number of applications and registrations involved: _____

7

7. Total fee (37 CFR 3.41): _____

- Enclosed
- Authorized to be charged to deposit account

\$ 90.00

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

Francella H. Ashby
Name of Person Signing

Francella H. Ashby
Signature

November 5, 2002
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

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150.00 OP

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SCHEDULE A

Schedule A to a Trademark Assignment of Security dated September 27, 2002, by and between Bernard Chaus, Inc. and The CIT Group/Commercial Services, Inc.

REGISTRATION NO. OR APPLICATION NO.	REGISTRATION OR FILING DATE	MARK
CHAUS & CO.		Pending
JOSEPHINE CHAUS	January 2, 2001	2418302
CHAUS	March 10, 1998	2142502
J. CHAUS		Pending
CHAUS SPORT	November 3, 1992	1729446
CHAUS SPORT		Pending
MS. CHAUS	June 25, 1985	1344543
CHAUS WOMAN	July 17, 1984	1286105
CHAUS	February 28, 1984	1268658
JOSEPHINE	July 7, 1981	1160142

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, Bernard Chaus, Inc., a corporation formed under the laws of Delaware, located at 530 Seventh Avenue, New York, New York 10018 ("Company"), 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, the Company is obligated to The CIT Group/Commercial Services, Inc. ("CIT"), as agent for the lenders ("Agent") and CIT and the other financial institutions as lenders (the "Lenders") pursuant to (i) a certain Financing Agreement, dated the date hereof, between the Lenders and the Company and (ii) a certain Grant of Security Interest in Patents, Trademarks and Licenses, dated the date hereof, made by the Company in favor of the Lenders (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, the Company is granting to the Lenders a security interest in certain of 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, the Company does hereby assign unto the Lenders and grant to the 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 assignment and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof; provided, however, that notwithstanding anything herein to the contrary, any security interest in the trademark, trade name, logo and/or word "Josephine" is subject to that certain Agreement by and between QVC, Inc. ("QVC") and the Company dated as of July 17, 2002.

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

On this 26th day of September, 2002, before me personally came Nicholas DiPaolo, to me known, who, being by me duly sworn, did depose and say that s/he is the Chief Operating Officer of Bernard Chaus, Inc., the corporation described in and which executed the foregoing instrument; and that s/he signed her/his name thereto by order of the board of directors of said corporation.

Francella H. Ashby
Notary Public
FRANCELLA H. ASHBY
Notary Public, State Of New York
No. 01AS5053925
Qualified in New York County
Commission Expires Jan. 2, 2006

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

*ECIT Group
Commercial Services, Inc.*

On this 26th day of September, 2002, before me personally came John M. Szwalko, to me known, who, being by me duly sworn, did depose and say that s/he is the Vice President of ~~Bernard Chaus, Inc.~~, the company described in and which executed the foregoing instrument; and that s/he was authorized to sign her/his name thereto on behalf of said company.

Francella H. Ashby
Notary Public
FRANCELLA H. ASHBY
Notary Public, State Of New York
No. 01AS5053925
Qualified in New York County
Commission Expires Jan. 2, 2006

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

Dated: New York, New York
September 27, 2002

Witness:

BERNARD CHAUS, INC.

Francella H. Ashby

By: Nick DiPaolo
Name: Nicholas Di Paolo
Its: Chief Operating Officer

Witness:

THE CIT GROUP/COMMERCIAL SERVICES,
INC., AS AGENT

Francella H. Ashby

By: John R. Samuels
Name: John R. Samuels
Its: Vice President

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, Bernard Chaus, Inc., a corporation formed under the laws of Delaware, located at 530 Seventh Avenue, New York, New York 10018 ("Company"), 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, the Company is obligated to The CIT Group/Commercial Services, Inc. ("CIT"), as agent for the lenders ("Agent") and CIT and the other financial institutions as lenders (the "Lenders") pursuant to (i) a certain Financing Agreement, dated the date hereof, between the Lenders and the Company and (ii) a certain Grant of Security Interest in Patents, Trademarks and Licenses, dated the date hereof, made by the Company in favor of the Lenders (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, the Company is granting to the Lenders a security interest in certain of 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, the Company does hereby assign unto the Lenders and grant to the 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 assignment and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof; provided, however, that notwithstanding anything herein to the contrary, any security interest in the trademark, trade name, logo and/or word "Josephine" is subject to that certain Agreement by and between QVC, Inc. ("QVC") and the Company dated as of July 17, 2002.

STATE OF NEW YORK)
 : SS.:
COUNTY OF NEW YORK)

On this 26th day of September, 2002, before me personally came Nicholas DiPaolo, to me known, who, being by me duly sworn, did depose and say that ~~s/he~~ is the Chief Operating Officer of Bernard Chau, Inc., the corporation described in and which executed the foregoing instrument; and that ~~s/he~~ signed ~~her~~ his name thereto by order of the board of directors of said corporation.

Francella H. Ashby
Notary Public
FRANCELLA H. ASHEY
Notary Public, State Of New York
No. 01AS5053925
Qualified In New York County
Commission Expires Jan. 2, 2006

STATE OF NEW YORK)
 : SS.:
COUNTY OF NEW YORK)

*The CIT Group
Commercial Services, Inc.*

On this 26th day of September, 2002, before me personally came John M. Szwalk, to me known, who, being by me duly sworn, did depose and say that ~~s/he~~ is the Vice President of ~~Bernard Chau, Inc.~~, the company described in and which executed the foregoing instrument; and that ~~s/he~~ was authorized to sign ~~her~~ his name thereto on behalf of said company.

Francella H. Ashby
Notary Public
FRANCELLA H. ASHEY
Notary Public, State Of New York
No. 01AS5053925
Qualified In New York County
Commission Expires Jan. 2, 2006

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

Dated: New York, New York
September 27, 2002

Witness:

BERNARD CHAUS, INC.

Tranella H. Ashby

By: Nick DiPaolo
Name: Nicholas DiPaolo
Its: Chief Operating Officer

Witness:

THE CIT GROUP/COMMERCIAL SERVICES,
INC., AS AGENT

Tranella H. Ashby

By: [Signature]
Name: Susan S. Sussler
Its: Vice President

1133989.3/MXS/11542/037 9/25/2002

RECORDED: 11/07/2002

TRADEMARK
REEL: 002611 FRAME: 0820

RECORDED: 06/23/2003

TRADEMARK
REEL: 003039 FRAME: 0626