

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

|                           |                   |                |              |
|---------------------------|-------------------|----------------|--------------|
| SUBMISSION TYPE:          | NEW ASSIGNMENT    |                |              |
| NATURE OF CONVEYANCE:     | SECURITY INTEREST |                |              |
| CONVEYING PARTY DATA      |                   |                |              |
| Name                      | Formerly          | Execution Date | Entity Type  |
| Kobra International, Ltd. |                   | 11/14/2007     | CORPORATION: |

|                      |                                  |
|----------------------|----------------------------------|
| RECEIVING PARTY DATA |                                  |
| Name:                | Israel Discount Bank of New York |
| Street Address:      | 511 Fifth Avenue, 13th Floor     |
| City:                | New York                         |
| State/Country:       | NEW YORK                         |
| Postal Code:         | 10017                            |
| Entity Type:         | Bank:                            |

PROPERTY NUMBERS Total: 45

| Property Type        | Number  | Word Mark               |
|----------------------|---------|-------------------------|
| Registration Number: | 3309460 | NICOLE MILLER STUDIO    |
| Registration Number: | 3262496 | NICOLE MILLER           |
| Registration Number: | 3304479 | NICOLE BY NICOLE MILLER |
| Registration Number: | 3192111 | NICOLE MILLER           |
| Registration Number: | 3238425 | MILLERGIRL              |
| Registration Number: | 3154986 | NICOLE BY NICOLE MILLER |
| Registration Number: | 2842350 | NICOLE MILLER           |
| Registration Number: | 2855579 | NICOLE MILLER           |
| Registration Number: | 2618743 | NICOLE MILLER           |
| Registration Number: | 2488518 | NICOLE MILLER           |
| Registration Number: | 2237645 | NICOLE NICOLE MILLER    |
| Registration Number: | 1841144 | NICOLE MILLER           |
| Registration Number: | 1783441 | NICOLE MILLER           |
| Registration Number: | 1787269 | NICOLE MILLER           |

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|                      |          |                                   |
|----------------------|----------|-----------------------------------|
| Registration Number: | 1902188  | NICOLE MILLER                     |
| Registration Number: | 1974853  | NICOLE MILLER                     |
| Registration Number: | 2067507  | NICOLE MILLER                     |
| Serial Number:       | 78849191 | NICOLE MILLER NEW YORK            |
| Serial Number:       | 78849186 | NICOLE MILLER COLLECTION          |
| Serial Number:       | 78558398 | NICOLE BY NICOLE MILLER           |
| Serial Number:       | 78952958 | N STAR                            |
| Serial Number:       | 78715386 | MILLER GIRL                       |
| Serial Number:       | 78640368 | MILLERMAN                         |
| Serial Number:       | 78558411 | MILLER GIRL                       |
| Serial Number:       | 78558402 | NICOLE BY NICOLE MILLER           |
| Serial Number:       | 78506301 | MILLERMEN                         |
| Serial Number:       | 78504093 | MILLERMAN                         |
| Serial Number:       | 78337091 | NICOLE & CO.                      |
| Serial Number:       | 78358983 | MILLERGIRL                        |
| Serial Number:       | 78337100 | NICKI BY NICOLE MILLER            |
| Serial Number:       | 78337097 | MILLERGIRL @ NICOLE MILLER        |
| Serial Number:       | 78314973 | MILLERGIRL@NICOLEMILLER           |
| Serial Number:       | 77129856 | NICKI NICOLE MILLER               |
| Serial Number:       | 77239228 | 3RD DATE COLLECTION               |
| Serial Number:       | 77211917 | DREAMCOMING                       |
| Serial Number:       | 77281235 | NICOLE & CO. BY NICOLE MILLER NYC |
| Serial Number:       | 77268109 | N BY NICOLE MILLER                |
| Serial Number:       | 77129926 | NICKI NICOLE MILLER               |
| Serial Number:       | 77115023 | NICKI NICOLE MILLER               |
| Serial Number:       | 77090299 | THE THIRD DATE BRA                |
| Serial Number:       | 77090292 | THE BLIND DATE BRA                |
| Serial Number:       | 76520086 | NICOLE & CO. BY NICOLE MILLER NYC |
| Serial Number:       | 76552617 | MILLERGIRL@NICOLE MILLER          |
| Serial Number:       | 76018539 | NICOLE MILLER                     |
| Serial Number:       | 78558408 | NICOLE BY NICOLE MILLER           |

CORRESPONDENCE DATA

Fax Number: (212)735-8708

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 212 735-8600  
Email: jfeldman@morrisoncohen.com  
Correspondent Name: Joel Feldman, Esq., Morrison Cohen LLP  
Address Line 1: 909 Third Avenue  
Address Line 4: New York, NEW YORK 10022

|                         |                     |
|-------------------------|---------------------|
| ATTORNEY DOCKET NUMBER: | 19809-001(JFELDMAN) |
| NAME OF SUBMITTER:      | Joel Feldman        |
| Signature:              | /d/joel feldman     |
| Date:                   | 12/13/2007          |

**Total Attachments: 4**

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**GRANT OF SECURITY INTEREST (TRADEMARKS)**

The undersigned, **KOBRA INTERNATIONAL, LTD.**, a New York corporation (the "*Grantor*"), is obligated to **ISRAEL DISCOUNT BANK OF NEW YORK**, as Administrative Agent (in such capacity, the "*Secured Party*") and the lenders from time to time party to the Credit Agreement, dated as of November ~~14~~<sup>14</sup>, 2007 (as amended, restated, supplemented or otherwise modified from time to time, the "*Credit Agreement*"), by and among the Grantor, such lenders and the Secured Party, and pursuant to which the Grantor has entered into the Security Agreement, dated as of November ~~14~~<sup>14</sup>, 2007 (as amended, restated, supplemented or otherwise modified from time to time, the "*Security Agreement*"), by and between the Grantor, the subsidiaries of the Grantor from time to time party thereto and the Secured Party.

Pursuant to the Security Agreement, the Grantor has granted to the Secured Party a security interest in and to all of the right, title and interest of the Grantor in and to the trademarks listed on Schedule 1, which trademarks are registered in the United States Patent and Trademark Office (the "*Trademarks*"), together with the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof (the "*Collateral*"), to secure the prompt payment, performance and observance of the Obligations (as defined in the Security Agreement).

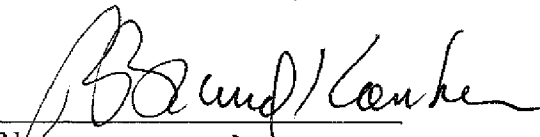
For good and valuable consideration, the receipt of which is hereby acknowledged, and for the purpose of recording the grant of the security interest as aforesaid, the Grantor does hereby further grant to the Secured Party a security interest in, the Collateral to secure the prompt payment, performance and observance of the Obligations (as defined in the Security Agreement).

The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Secured Party with respect to the security interest in the Collateral made and granted hereby are set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

The Secured Party's address is: 511 Fifth Avenue, 13<sup>th</sup> Floor, New York, New York 10017.

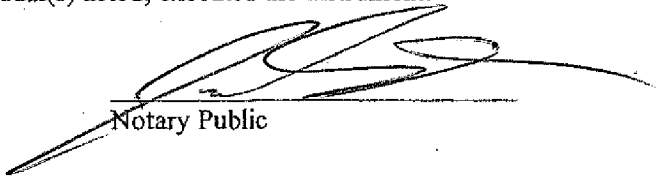
**IN WITNESS WHEREOF**, the Grantor has caused this Grant of Security Interest to be duly executed by its duly authorized officer as of the ~~14~~<sup>14</sup> day of November, 2007.

**KOBRA INTERNATIONAL, LTD.**

By:   
Name: \_\_\_\_\_  
Title: CEO

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

On the 14<sup>th</sup> day of November in the year 2007 before me, the undersigned, personally appeared B. Brand Konheim, personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signature(s) on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument.

  
\_\_\_\_\_  
Notary Public

My Commission Expires:  
**JOHN C. GILSON**  
**NOTARY PUBLIC-STATE OF NEW YORK**  
**No. 02-G16105943**  
**Qualified in New York County**  
**Commission Expires February 23, 2008**

Schedule 1  
to  
Grant of Security Interest (Trademarks)  
by Kobra International, Ltd.  
Dated as of November <sup>14</sup>, 2007

| <u>MARK</u>             | <u>SERIAL NO.</u> | <u>REGISTRATION NO.</u> | <u>REGISTRATION DATE</u> |
|-------------------------|-------------------|-------------------------|--------------------------|
| Nicole Miller Studio    | 78807938          | 3309460                 | October 9, 2007          |
| Nicole Miller           | 78630319          | 3262496                 | July 10, 2007            |
| Nicole by Nicole Miller | 78849255          | 3304479                 | October 2, 2007          |
| Nicole Miller           | 78703204          | 3192111                 | January 2, 2007          |
| Millergirl              | 78978010          | 3238425                 | May 1, 2007              |
| Nicole by Nicole Miller | 78505844          | 3154986                 | October 10, 2006         |
| Nicole Miller           | 76458892          | 2842350                 | May 18, 2004             |
| Nicole Miller           | 76018539          | 275321                  | August 19, 2003          |
| Nicole Miller           | 76458893          | 2855579                 | June 22, 2004            |
| Nicole Miller           | 76091882          | 2618743                 | September 10, 2002       |
| Nicole Miller           | 75703986          | 2488518                 | September 11, 2001       |
| Nicole Nicole Miller    | 75317091          | 2237645                 | April 6, 1999            |
| Nicole Miller           | 74801596          | 1841144                 | June 21, 1994            |
| Nicole Miller           | 74166288          | 1783441                 | July 20, 1993            |
| Nicole Miller           | 74152155          | 1787269                 | August 10, 1993          |
| Nicole Miller           | 74151534          | 1902188                 | June 27, 1995            |
| Nicole Miller           | 74658381          | 1974853                 | May 21, 1996             |
| Nicole Miller           | 74554387          | 2067507                 | June 3, 1997             |

| <u>MARK APPLICATION</u>           | <u>SERIAL NO.</u> | <u>REGISTRATION NO.</u> | <u>FILING DATE</u> |
|-----------------------------------|-------------------|-------------------------|--------------------|
| Nicole Miller New York            | 78849191          |                         |                    |
| Nicole Miller Collection          | 78849186          |                         |                    |
| Nicole by Nicole Miller           | 78558398          |                         |                    |
| N Star                            | 78952958          |                         |                    |
| Miller Girl                       | 78715386          |                         |                    |
| Millerman                         | 78640368          |                         |                    |
| Miller Girl                       | 78558411          |                         |                    |
| Nicole by Nicole Miller           | 78558408          |                         |                    |
| Nicole by Nicole Miller           | 78558402          |                         |                    |
| Millermen                         | 78506301          |                         |                    |
| Millerman                         | 78504093          |                         |                    |
| Nicole & Co.                      | 78337091          |                         |                    |
| Millergirl                        | 78358983          |                         |                    |
| Nicki by Nicole Miller            | 78337100          |                         |                    |
| Millergirl @ Nicole Miller        | 78337097          |                         |                    |
| Millergirl@NicoleMiller           | 78314973          |                         |                    |
| Nicki Nicole Miller               | 77129856          |                         |                    |
| 3 <sup>rd</sup> Date Collection   | 77239228          |                         |                    |
| Dreamcoming                       | 77211917          |                         |                    |
| Nicole & Co. by Nicole Miller NYC | 77281235          |                         |                    |
| N by Nicole Miller                | 77268109          |                         |                    |
| Nicki Nicole Miller               | 77129926          |                         |                    |
| Nicki Nicole Miller               | 77115023          |                         |                    |
| The Third Date Bra                | 77090299          |                         |                    |
| The Blind Date Bra                | 77090292          |                         |                    |
| Nicole & Co. by Nicole Miller NYC | 76520086          |                         |                    |
| Millergirl@Nicole Miller          | 76552617          |                         |                    |