

EXHIBIT "A"

DEBTOR:

Forman Enterprises, Inc.
178 Thorn Hill Road
Warrendale, PA 15086

SECURED PARTY:

BTM Capital Corporation
Six PPG Place, Suite 820
Pittsburgh, PA 15222

All of the following items or types of properties and all right, title and interest of Debtor therein (collectively, the "Collateral"), and Debtor hereby grants to Secured Party a security interest in the Collateral:

(i) All inventory, including, without limitation: (A) all goods, wares and merchandise, finished or unfinished, held for sale or lease or leased or furnished or to be furnished under contracts of service or used or consumed in the Debtor's business, including, without limitation, all men's and women's clothing apparels; (B) all raw materials, goods and work in process, parts, components, assemblies, supplies and materials (including, without limitation, wrapping, advertising, packaging and shipping materials) used or consumed in the Debtor's business; (C) all goods the sale or disposition of which has given rise to Accounts and which has been returned to, repossessed or stopped in transit by or on behalf of the Debtor; and (D) all rights of reclamation and stoppage in transit and rights of an unpaid seller of merchandise or services (all of the foregoing collectively being referred to as "Inventory");

(ii) All accounts and accounts receivable (including, without limitation, all rights to payment for goods sold or leased or for services rendered which are not evidenced by an instrument or chattel paper), instruments, documents, contracts, securities, credits, documents, letters of credit, chattel paper, notes, bills, drafts, acceptances, choses in action and causes of action (whether arising in contract, tort or otherwise and whether or not currently in litigation) and all other debts, obligations and liabilities in whatever form owing to the Debtor, documents of title, warehouse receipts, leases, investment accounts, deposit accounts, cash, money, contract rights, dividends, distributions, judgments, covenants, licenses, franchises, warranties, indemnities, partnership and joint venture interests and other rights, including all rights to the payment of money (all of the foregoing collectively being referred to as "Accounts"); and

(iii) All general intangibles, including, without limitation, customers lists, computer programs, computer records and discs, computer data, software intellectual property, tax refunds, tax refund claims, trademarks and trademark applications, trademark licenses, trade names, service marks, patents and patent applications, royalty agreements, license agreements and all letters of credit, guarantees, claims, security interests or other security held by or granted to the Debtor to secure payment due to the Debtor, all embodiments of any of the foregoing and all goodwill associated with any of the foregoing (all of the foregoing collectively being referred to as "General Intangibles").