

06-04-1998

FORM PTO-1594
1-31-92



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

MAY 26 1998

1. Name of conveying party(ies):

Endicott Johnson Corporation

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

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

2. Name and address of receiving party(ies):
Name: EJ Footwear Corp.
Internal Address: _____
Street Address: 1100 E. Main Street
City: Endicott State: NY ZIP: 13760

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

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

Execution Date: March 11, 1998

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
 B. Trademark registration No.(s)

 516,495

Additional numbers attached? Yes No

5/26/98

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Nicholas A. Smedira
 Internal Address: _____
1100 East Main Street
Endicott, NY 13760
 Street Address: same as above
 City: _____ State: _____ ZIP: _____

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$40.00
 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.

Nicholas A. Smedira Nicholas A. Smedira May 21, 1998
 Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 4

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
 Box Assignments
 Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

TRADEMARK
REEL: 1735 FRAME: 0309

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TRADEMARK ASSIGNMENT

WHEREAS, Endicott Johnson Corporation, a New York Corporation with a place of business at 222 Water Street, Binghamton, New York 13901 ("Assignor"), is the sole and exclusive owner of all right, title and interest in and to the trademark BARCLAY, which is registered in the United States Patent and Trademark Office under Registration No. 516,495, together with any and all good will arising from the use of and symbolized by such trademark;

WHEREAS, Assignor entered into an Asset Purchase Agreement, dated May 30, 1995 (the "Purchase Agreement"), with USI American Holdings, Inc., a Delaware corporation ("USI"), wherein USI agreed to purchase from Assignor all the assets and properties of Assignor employed or held in connection with the Business other than the Excluded Assets (as such terms are defined in the Purchase Agreement), as fully set forth in the Purchase Agreement;

WHEREAS, through oversight the trademark BARCLAY, which was an asset of the Business, was not included in the Trademark Assignment dated June 5, 1995 pursuant to which the other trademarks of the Business were assigned by Assignor to EJ Footwear Corp., a New York corporation with a place of business at 1100 East Main Street, Endicott, New York, 13760, ("Assignee"); and

WHEREAS, Assignee is desirous of acquiring all right, title and interest in and to the trademark BARCLAY and its registration, together with any and all good will arising from the use of and symbolized by such trademark;

NOW THEREFORE, in consideration for the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor agrees as follows:

1. Assignor hereby sells, assigns, transfers and conveys to Assignee all right, title and interest in and to the trademark BARCLAY and its registration, together with all good will arising from the use of and symbolized by such trademark, and the right to any and all damages for past and present infringement of such trademark, the same to be held and enjoyed by Assignee for its own use and for its legal representatives and assigns as fully and effectively as the same would have been held and enjoyed by Assignor had this assignment and sale not been made.

2. Assignor hereby authorizes and requests the Commissioner of Patents and Trademarks of the United States to issue and to record the title of Assignee as owner of all right, title and interest in and to the trademark registration for the trademark BARCLAY Registration No. 516,495, together with all good will arising from the use of and symbolized by such trademark.

IN WITNESS WHEREOF, Assignor has duly executed and delivered this Trademark Assignment on this 11th day of March, 1998.

ENDICOTT JOHNSON CORPORATION

By: Paul J. Del Rosso
Name: Paul J. Del Rosso
Title: Vice President

ACKNOWLEDGMENT

EJ Footwear Corp., Assignee, hereby acknowledges receipt of assignment, for good and valuable consideration of the trademark BARCLAY and its registration.

EJ FOOTWEAR CORP.

By: Nicholas A. Smedira
Name: Nicholas A. Smedira
Title: Vice President

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

On the 11th day of March, 1998, before me personally came PAUL J. DEL ROSSO, to me known, who, being by me duly sworn, did depose and say that he is a Vice President of Endicott Johnson Corporation, one of the corporations described in and which executed the foregoing instrument; and that he signed his name thereto by authority of the Board of Directors of said corporation.

Bonne J. Kastein
Notary Public

BONNE J. KASTEIN
Notary Public, State of New York
Residing in Broome County
My Commission Expires February 10, 2000

[SEAL]

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

On the 11th day of March, 1998, before me personally came NICHOLAS A. SMEDIRA, to me known, who, being by me duly sworn, did depose and say that he is a Vice President of EJ Footwear Corp., one of the corporations described in and which executed the foregoing instrument; and that he signed his name thereto by authority of the Board of Directors of said corporation.

Barbara M. Cross
Notary Public

BARBARA M CROSS
Notary Public, State of New York
No. 5004566
Qualified in Broome County
Commission Expires November 16, 1998

[SEAL]