

02-12-1999



100905775

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Docket No.:

015390/0027 ECI

Tab settings

2-12-99

To the Honorable Commissioner of Patents

attached original documents or copy thereof.

1. Name of conveying party(ies):

EUROPE CRAFT IMPORTS, INC.
15 ENTERPRISE AVENUE
SEACAUCUS, NJ 07094

MRP
2-12-99

- Individual(s)
- General Partnership
- Corporation-State NEW JERSEY
- Other

- Association
- Limited Partnership

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other

- Merger
- Change of Name

40 Correction of Reel 1619 Frame 0945:
Conveyance is a Security Agreement, not an Assignment
Execution Date: effective as of 07171997

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

THE
Name: CHASE MANHATTAN BANK

Internal Address: Lien Perfection Ctr., Cost Center 6658

Street Address: 300 JERICHO QUADRANGLE

City: JERICHO State: NY ZIP: 11753

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

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

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

A. Trademark Application No.(s)

SEE
ATTACHED
SCHEDULE

TM

Additional numbers

B. Trademark Registration No.(s)

SEE
ATTACHED
SCHEDULE

Yes No

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

Name: JOSHUA R. BRESSLER, ESQ.

Internal Address: SCHULTE ROTH & ZABEL LLP

Street Address: 900 THIRD AVENUE

City: NEW YORK State: NY ZIP: 10022

6. Total number of applications and registrations involved:

14

7. Total fee (37 CFR 3.41): \$ 5485.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

SCHULTE ROTH & ZABEL LLP 500675

RECEIVED
99 FEB 2 PM 2:21
ASSIGNMENT BRANCH

DO NOT USE THIS SPACE

chg fee + 120 SPEC fee

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.

JOSHUA R. BRESSLER

Name of Person Signing

[Handwritten Signature]

Signature

FEBRUARY 11, 1999

Date

Total number of pages including cover sheet, attachments, and

12

TRADEMARK

REEL: 1804 FRAME: 0877

SCHEDULE 1A

EUROPE CRAFT IMPORTS, INC.

U.S. TRADEMARK APPLICATIONS

<u>COUNTRY</u>	<u>TRADEMARK</u>	<u>SERIAL NO.</u>	<u>FILING DATE</u>	<u>CLASS</u>
U.S.	MEMBERS ONLY	74/527,610	5/23/94	25
	MEMBERS ONLY (Intent to Use) (Socks & Hosiery)	74/706,489	7/27/95	25
	MEMBERS ONLY	75/084,945	4/8/96	3
	STAR Logo	75/165/840	9/13/96	25
	MEMBERS ONLY STAR LOGO	75/165,858	9/13/96	26
	MEMBERS ONLY	75/308,348	6/13/97	24

HPNY2:129413.1/1233-063/072197

TRADEMARK
REEL: 1804 FRAME: 0878

EUROPE CRAFT IMPORTS INC.
U.S. TRADEMARK REGISTRATIONS

<u>COUNTRY</u>	<u>TRADEMARK</u>	<u>REG. NO.</u>	<u>REG. DT.</u>	<u>NEXT ACTION DUE</u>
U.S.	EUROPE CRAFT & Design in class 25	779,488	11/03/64	11/03/2004
	MEMBERS ONLY in class 25	1,086,489	2/28/78	2/28/98
	MEMBERS ONLY Logo in class 25	1,249,072	8/23/83	8/23/2003
	MEMBERS ONLY wordmark in classes 9 & 25	1,256,728	11/08/83	11/08/2003
	POCKET TAB Design in class 25	1,376,674	12/31/85	12/31/2005
	MEMBERS ONLY in classes 3, 18 & 25	1,408,149	9/09/86	9/09/2006
	MEMBERS ONLY in classes 9, 14, 18 & 25	1,412,098	10/07/86	10/07/06
	MEMBERS ONLY in class 20	1,816,417	1/11/94	1/11/99

JUL 30 1997

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original documents or copy thereof.

To the Honorable Commissioner of Patents and Trademarks

100507360

1. Name of conveying party(ies):

2. Name and address of receiving party(ies)

EUROPE CRAFT IMPORTS, INC.

Name THE CHASE MANHATTAN BANK

Internal Address: Lien Perfection Department
Cost Center 6658

Street Address: 300 Jericho Quadrangle

City: Jericho, State: NY ZIP: 11753

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

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other Bank

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

3. Nature of conveyance:

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

Execution Date: July 17, 1997

If assignee is not domiciled in the United States, a separate 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 patent number(s):

74/706,489

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

See Schedule 1A attached to Assignment.

See Schedule 1A attached to Assignment

Additional numbers attached? Yes No

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

Name: BARBARA KAWLEWS

Internal Address: % CAPITAL SERVICES, INC.

Street Address: 40 COLVIN AVE.

SUITE 200

City: ALBANY State: NY ZIP: 12206

6. Total number of applications and registrations involved: 14

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

- 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

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.

Joyce I. Francis
Name of Person Signing

Joyce I. Francis
Signature

July 23, 1997
Date

Total number of pages including cover sheet, attachments, and document: 10

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments

ASSIGNMENT FOR SECURITY

(TRADEMARKS)

WHEREAS, Europe Craft Imports, Inc. (the "Assignor") has adopted, used and is using the trademarks and service marks listed on the annexed Schedule 1A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Assignor, has entered into a Security Agreement dated as of July 17, 1997 (the "Security Agreement") in favor of The Chase Manhattan Bank (the "Assignee");

WHEREAS, pursuant to the Security Agreement, the Assignor has assigned to the Assignee and granted to the Assignee a security interest in all right, title and interest of the Assignor in, to and under the Trademarks together with the goodwill of the business symbolized by the Trademarks and the applications and restrictions 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 payment, performance and observance of the Obligations (as defined in the Security Agreement);

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Assignor does hereby convey, sell, assign, transfer and set over unto the Assignee and grants to the Assignee a security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations subject to the terms and conditions of the Security Agreement.

The Assignor does hereby further acknowledge and affirm that the rights and remedies of the Assignee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

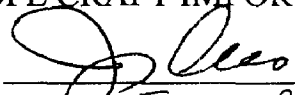
IN WITNESS WHEREOF, the Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of July 17, 1997.

EUROPE CRAFT IMPORTS, INC.

By: _____

Name: _____

Title: _____

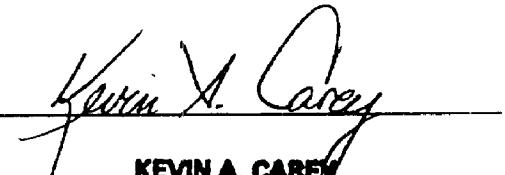

Name: Jerry DeLeo
Title: V.P.

STATE OF NEW YORK

SS.:

COUNTY OF NEW YORK

On this 22nd day of July, 1997 before me personally came Jerry Recco, to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that he is the Vice President of Europe Craft Imports, Inc., a New Jersey corporation, and that he executed the foregoing instrument in the firm name of Europe Craft Imports, Inc., and that he had authority to sign the same, and he acknowledged to me that he executed the same as the act and deed of said firm for the uses and purposes therein mentioned.



KEVIN A. CAREY
Notary Public, State of New York
No. 01CA5032093
Qualified in New York County
Commission Expires August 15, 1998

TRADEMARK
REEL: 1804 FRAME: 0883

SCHEDULE 1A

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HPNY2:129413.1/1233-063/072197

TRADEMARK
REEL: 1804 FRAME: 0884

EUROPE CRAFT IMPORTS INC.
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