

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

10-29-1998



100864552

U.S. Department of Commerce
Patent and Trademark Office

TRADEMARK

ORIGINAL

10-19-98

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

State/Country

Zip Code

- Individual General Partnership Limited Partnership
- Corporation Association
- Other

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization

10/29/1998 TTUN11 00000224 1917892

01 FC:481

40.00 BP

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Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 1805 FRAME: 0186

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

802-864-5751

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1917892"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved.

#

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes No

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. Charges to deposit account are authorized, as indicated herein.

Jeffrey J. McMahan

10-14-98

Name of Person Signing

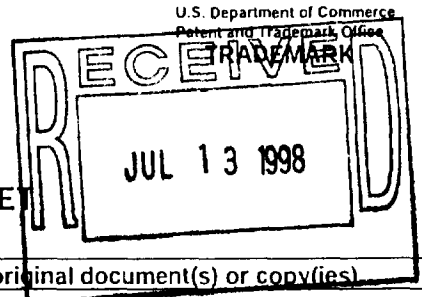
Signature

Date Signed

C

07-20-1998
~~XXXXXXXXXX~~

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MRD 7-8-98

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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Composed of

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City State/Country Zip Code

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Corporation Association

Other

Citizenship/State of Incorporation/Organization

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01 FC:481 40.00 OP

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

TRADEMARK
REEL: 1805 FRAME: 0188

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

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Jeffrey J. McMahan

Name of Person Signing

Signature

7/8/98

Date Signed

ASSIGNMENT OF TRADEMARKS AND SERVICE MARKS

THIS ASSIGNMENT is made as of the 18th day of July, 1997, by and between VERMONT NATIONAL BANK, a national banking corporation with a place of business at 150 Bank Street, Burlington, Vermont (the "Assignor") and THE VERMONT TEDDY BEAR CO., INC., a New York corporation with a principal place of business in Shelburne, Vermont (the "Assignee").

WHEREAS, as of September 26, 1995, Assignor extended to Assignee a loan in the original principal amount of Three Million Five Hundred Thousand Dollars (\$3,500,000) and a revolving line of credit in the maximum amount of One Million Dollars (\$1,000,000) (collectively, the "Loans");

WHEREAS, as security for the Loans, Assignee and Assignor entered into that certain Trademark Collateral Assignment dated as of September 26, 1995 (the "Trademark Collateral Assignment"), recorded in the assignment records of the United States Patent and Trademark Office at reel 1410 frame 0140, by which Assignee assigned to Assignor all of Assignee's right, title and interest in all of Assignee's trademarks, service marks, and logos, then existing or thereafter arising, all registrations and recordings thereof, and all applications in connection therewith, including registrations, recordings and applications in the United States Patent and Trademark Office or in any similar office or agency of the United States or any state thereof (collectively, the "Trademark Offices"), including the registrations listed on **Schedule A**, together with all reissues, extensions, or renewals thereof and the goodwill of the business associated therewith, any claims by Borrower against third parties for past, present or future infringement or dilution, and all proceeds of and rights associated with the foregoing (the "Collateral");

WHEREAS, Assignee has repaid the Loans and is desirous of reacquiring the Collateral and terminating the Trademark Collateral Assignment;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor and Assignee agree as follows:

1. Assignor does hereby assign unto the said Assignee all right, title and interest in and to the Collateral, together with the goodwill of the business symbolized by the marks, that, by virtue of the language of the Trademark Collateral Assignment, were transferred to Assignor.
2. The Trademark Collateral Assignment and all rights or obligations of either party thereunder are hereby terminated, thereby restoring to Assignee all right, title and interest in and to the Collateral held prior to the execution of the Trademark Collateral Assignment.

Dated at Burlington, Vermont, this 18 day of July, 1997.

VERMONT NATIONAL BANK

By: Arthur W. Gardner, Jr.
Its duly authorized agent.

STATE OF VERMONT }
COUNTY OF CHITTENDEN } ss.

On this 18th day of July, 1997, before me appeared ARTHUR W. GARDNER, JR., duly AUTHORIZED AGENT of Vermont National Bank, who acknowledged that his execution of this instrument was his free act and deed and the free act and deed of Vermont National Bank.

[Signature]
Notary Public
Print Name: DAVID F. AUSTIN
My Commission Expires: 2/10/99

SCHEDULE A

REGISTRATION DATE

REGISTRATION/SERIAL NUMBER

TRADEMARK/SERVICE MARK

December 19, 1995
July 9, 1996
September 12, 1995
March 21, 1995

1,941,985

1,985,986

1,917,892

1,885,425

Pending: U.S. 74/607679

Pending: U.S. 74/607683

Pending: Great Britain 1578706

1. The Vermont Teddy Bear Company

2. Vermont Bear-Gram

3. Racer Ted

4. Bear Counselor

5. The Acme Moving Picture Group

6. Acme Cartoon Company

7. Teddy-Gram

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