

01-26-1999

Docket No.:



100947953

Tab settings

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

1. Name of conveying party(ies):

Europe Craft Imports Inc.

MLW 1-25-99

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

Name: The Chase Manhattan Bank

Internal Address: Lien Perfection Department

Street Address: 300 Jericho Quadrangle

City: Jericho State: NY ZIP: 11753

- Individual(s)
- General Partnership
- Corporation-State New Jersey
- Other

- Association
- Limited Partnership

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

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

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

3. Nature of conveyance:

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

Execution Date: July 17, 1997

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

A. Trademark Application No.(s)

74-527610 75-165840
74-706489 75-165858
75-084945 75-308348

B. Trademark Registration No.(s)

779,488 1256728 1412098
1086489 1376674 1816417
1249072 1408149

Additional numbers Yes No

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

Name: David B. Kirschstein, Esq.

Internal Address: Kirschstein, Ottinger, et al

Street Address: 489 Fifth Avenue, 17th Floor

City: New York State: NY ZIP: 10017

6. Total number of applications and registrations involved:.....

14

7. Total fee (37 CFR 3.41):.....\$ \$365.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

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.

DAVID B. KIRSCHSTEIN

Name of Person Signing

Signature

January 18, 1999

Date

Total number of pages including cover sheet, attachments, and

6

TRADEMARK
00000092 74527610
JAN 19 1999
FC:461
FC:502

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");

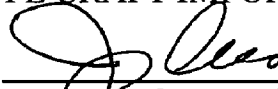
WHEREAS, pursuant to the Security Agreement, the Assignor has assigned to the Assignee and granted to the Assignee a security interest in all right, title and interest of the Assignor in, to and under the Trademarks together with the goodwill of the business symbolized by the Trademarks and the applications 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: Jerry DeLeo
Title: V.P.

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

EUROPE CRAFT IMPORTS INC.
U.S. TRADEMARK REGISTRATIONS

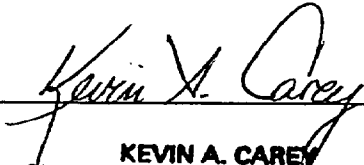
<u>COUNTRY</u>	<u>TRADEMARK</u>	<u>REG. NO.</u>	<u>REG. DT.</u>	<u>NEXT ACTION DUE</u>
U.S.	EUROPE CRAFT & Design in class 25	779,488	11/03/64	11/03/2004
	MEMBERS ONLY in class 25	1,086,489	2/28/78	2/28/98
	MEMBERS ONLY Logo in class 25	1,249,072	8/23/83	8/23/2003
	MEMBERS ONLY wordmark in classes 9 & 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

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