

02-08-1999



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UNITED STATES PATENT AND TRADEMARK OFFICE

RECORDATION FORM COVER SHEET

TRADEMARKS ONLY

To the Assistant Commissioner for Trademarks:

Please record the attached original document or copy thereof.

1. Name and address of conveying party(ies):

Bedford Fair Industries
2 Greenwich Office Park
51 Weaver Street
Greenwich, Connecticut 06831

A Delaware general partnership.

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

Bedford Fair Apparel, Inc
2 Greenwich Office Park
51 Weaver Street
Greenwich, Connecticut 06831

A Minnesota corporation.

If assignee is not domiciled in the United States, a domestic representative designation is attached: ☐ [Not applicable]

3. Nature of conveyance: assignment.

Execution date: January 6, 1999

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

A. Trademark application number(s)

None

B. Trademark registration number(s)

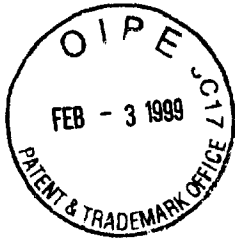
WILLOW RIDGE, Reg. No. 1,349,496, July 16, 1985
ARIELLE, Reg. No. 1,964,860, April 2, 1996

02/04/1999 SOURS 00000195 1349496

01 FC:481 40.00 OP
02 FC:482 25.00 OP

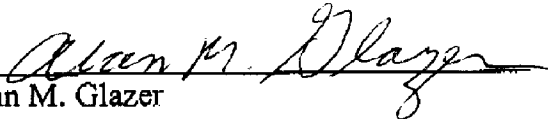
BUSDOCS:695134.1

MRD 2-3-99



5. Name and address of party to whom correspondence concerning document should be mailed:
Derek M. Stoldt, Esq.
Kaye, Scholer, Fierman, Hays & Handler, LLP
425 Park Avenue
New York, New York 10022-3598
6. Total number of applications and registrations involved: 2
7. Total fee enclosed: \$65
8. Deposit account number: [Not applicable]
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.


Alan M. Glazer

Date: January 6, 1999

Total number of pages submitted (including cover sheet and any attached Schedules, and conveyance document and any attached Schedules): 5

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

United States Patent and Trademark Office
Office of Public Records
Crystal Gateway 4
Room 335
Washington, D.C. 20231

cc: David O. Johanson, Esq.
Roger D. Feldman, Esq.
Rory Greiss, Esq. (Kaye, Scholer)

ASSIGNMENT OF TRADEMARKS

WHEREAS, Bedford Fair Industries, a Delaware general partnership and debtor-in-possession, having a place of business at 2 Greenwich Office Park, 51 Weaver Street, Greenwich, Connecticut 06831 (the "Assignor"), has adopted and used and is using the trademarks (the "Marks") identified on Exhibit A hereto, and is the owner of record of the registrations and pending registration applications for such Marks in the United States Patent and Trademark Office identified on said Exhibit A; and

WHEREAS, Bedford Fair Apparel, Inc, a Delaware corporation, having a place of business at 2 Greenwich Office Park, 51 Weaver Street, Greenwich, Connecticut 06831 (the "Assignee"), is desirous of acquiring said Marks and registrations or registration applications therefor, in conjunction with the purchase of substantially all of the Assignor's assets, properties, rights and interests, including the business to which said marks pertain, pursuant to the Amended and Restated Asset Purchase Agreement dated December 11, 1998 between Assignor and Assignee;

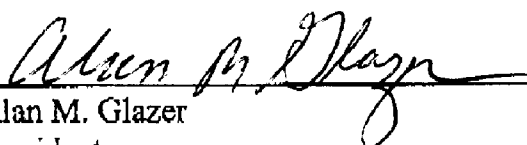
WHEREAS, said Marks and the registrations and registration applications therefor are being assigned to the Assignee in conjunction with substantially all of the Assignor's assets, properties, rights and interests, including the business to which said marks pertain

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, and effective as of January 6, 1999 (the "Effective Date"), said Assignor does hereby assign, sell and transfer unto said Assignee all right, title and interest in and to the said Marks, together with (a) the registrations and registration applications for said Marks, (b) the goodwill of the business symbolized by and associated with said Marks, and (c) the right to sue and recover for, and the right to profits or damages due or accrued arising out of or in connection with, any and all past, present or future infringements or dilution of or damage or injury to said Marks or such associated goodwill.

IN WITNESS WHEREOF, the Assignor, by its duly authorized officer, has executed this assignment, as an instrument under seal, effective as of the Effective Date, on this 6th day of January, 1999

BEDFORD FAIR INDUSTRIES

By: Bedford Fair Industries Ltd., General Partner

By: 
Alan M. Glazer
President

Dated: January 6, 1999

By: GLZR Acquisition Corporation, General Partner

By: Alan M. Glazer
Alan M. Glazer
President

Dated: January 6, 1999

The foregoing assignment of said Marks and the registrations and registration applications therefor by the Assignor to the Assignee is hereby accepted, effective as of the Effective Date, on this 6th day of January, 1999.

BEDFORD FAIR APPAREL, INC.

By: Steven A. Lightman
Name: Steven A. Lightman
Title: President

STATE OF NEW YORK)
) ss.
COUNTY OF NEW YORK)

On this the 6th day of January, 1999, before me appeared Alan M. Glazer, the person who signed this instrument, who acknowledged that he is the President of each of Bedford Fair Industries Ltd. and GLZR Acquisition Corporation and that he signed such instrument as a free act on behalf of each of said corporations.

Margerie Maxim Ellis
Notary Public

[Seal]

My commission expires October 31, 1999

MARGERIE MAXIM ELLIS
Notary Public, State of New York
No. 01EL 4779258
Qualified In Bronx County
Commission Expires Oct. 31, 1999

Exhibit A

Part I: Applications

| <u>Mark</u> | <u>Serial Number</u> | <u>Filing Date</u> |
|-------------------------|----------------------|--------------------|
| BEDFORD FAIR | Not yet issued | 12/04/98 |
| BEDFORD FAIR LIFESTYLES | Not yet issued | 12/18/98 |

Part II: Registrations

| <u>Mark</u> | <u>Registration Number</u> | <u>Registration Date</u> |
|--------------|----------------------------|--------------------------|
| WILLOW RIDGE | 1,349,496 | 07/16/85 |
| ARIELLE | 1,964,860 | 04/02/96 |

- 4 -

Schedule A

Part I: Applications

| <u>Mark</u> | <u>Serial Number</u> | <u>Filing Date</u> |
|-------------------------|----------------------|--------------------|
| BEDFORD FAIR | Not yet issued | 12/4/98 |
| BEDFORD FAIR LIFESTYLES | Not yet issued | 12/18/98 |

Part II: Registrations

| <u>Mark</u> | <u>Registration Number</u> | <u>Registration Date</u> |
|--------------|----------------------------|--------------------------|
| WILLOW RIDGE | 1,349,496 | 07/16/85 |
| ARIELLE | 1,964,860 | 04/2/96 |

BUSDOCS:695095.1

617 951 8736 10 912128366532 P.07

JAN 08 09 10 22 FR BINGHAM DANA LLP

TRADEMARK

RECORDED: 02/03/1999

REEL: 1849 FRAME: 0968