

02-10-1999

1-31-92

ER SHEET
ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



To the Honorable Commission

Record the attached original documents or copy hereof.

1. Name of conveying party: 100963219

Name and address of receiving party(ies):

Pentland U.S.A. Inc.

Name: Fashion Shoe Licensing LLC

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

Address: _____
2214 Metro Centre Boulevard - Suite 200
Nashville, Tennessee 37228

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

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other a limited liability company

3. Nature of conveyance: 1-38-99

If assignee is not domiciled in the United States, a domestic representative designation is attached:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Yes No

(Designations must be a separate document from Assignment)

Execution Date: October 27, 1998

Additional name(s) & addresses attached?

Yes No

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

A. Trademark Application No.(s)

75/455,843 and others

B. Trademark Registration No.(s).

1,772,451 and others

Additional Numbers attached? Yes No

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

6. Total number of applications and registration involved:..... 40

Name: Lawrence E. Apolzon

7. Total fee (37 CFR 3.41) \$ 1,015.00

Internal Address: Fross Zelnick Lehrman & Zissu, P.C.

Enclosed
 Authorized to be charged to deposit account
(Only if total fee is not sufficient)

Street Address: 866 United Nations Plaza

City: New York State: NY Zip: 10017

8. Deposit account number:

23-0825-0576900



01-28-1999

U.S. Patent & TMO/TM Mail Rpt Dt. #40

(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.

Lawrence E. Apolzon
Name of Person Signing

[Signature]
Signature

1/27/99
Date

Total number of pages comprising cover sheet: _____

02/09/1999 JSMBRZ 0000001 7545343
40 00 00
975 00 00
01 FC:481
02 FC:482

**Schedule of U.S. Marks Being Transferred
From PENTLAND USA, INC. (DE Corp.)
To FASHION SHOE LICENSING LLC**

ATELIER CHRISTIANE	1,772,451	25
CHRISTIANE PEREZ	1,721,123	25
FRANCO SARTO	1,732,109	25
FRANCO SARTO VENEZIA	2,091,499	25
JOSE VERA	1,734,070	25
L.J. SIMONE	1,833,896	25
L.J. SIMONE NEWYORK (stylized)	1,774,237	25
NEW YORK, NY	1,680,814	25
RUNWAY	2,121,853	25
US L.J. SIMONE and Design	1,448,629	25
VERA CRUZ	1,819,503	25
VERA CRUZ	1,846,809	25
VIDEO and Design	1,849,965	25
VIDEO BY L.J.SIMONE	1,809,185	25
DRAGON (common law)	NA	25
CITIES	1,208,597	25
THE COLD REMEDY	1,410,667	25
DANELLE	75/455,843	18, 25
DANELLE (stylized)	1,738,431	25
DANELLE and Design	1,182,254	25
DANEXX	75/130,282	25
DANEXX	1,349,633	25

DANEXX DX and Design	2,125,317	25
FLEXXERS (stylized)	1,348,100	25
FOR KIDS TOO!	1,516,468	25
LITE-FLEX	1,788,234	25
LITE-STEPS BY DANELLE and Design	1,420,165	25
MISS DANELLE	1,736,714	25
MISS DANELLE (stylized)	1,736,727	25
OF COURSE! (stylized)	1,461,049	25
SNO-SPORTS	1,744,105	25
STEP INTO OUR SEASONS	1,853,176	25
LITE FLEX COLLECTION (common law)	NA	25
SNOFLEXX (common law)	NA	25
GRANOLAS	1,723,919	25
KOALAS	75/196,734	25
KOALAS BY MAINE WOODS	2,086,112	25
MAINE SPORTS	75/385,075	25
MAINE WOODS	75/086,551	18
MAINE WOODS	1,922,963	25
MAINEWOODS	1,127,051	25
CRAFTED BY MAINE WOODS NATURE NEVER FELT SO GOOD PREMIUM FOOTWEAR and Design	1,898,149	25
MAINE WOODS and Tree Design	1,897,893	18, 25

I:\HOME\WESTNEY\Docs\MWD-Maine Woods\101598-9804448-SCH-FSL-arw.doc

ASSIGNMENT

WHEREAS, Pentland USA, Inc., a corporation organized and existing under the laws of the State of Delaware, ("**Assignor**"), is the owner of the trademarks listed in the attached schedule (hereinafter, the "**Trademarks**");

and WHEREAS, Fashion Shoe Licensing LLC, a limited liability company organized and existing under the laws of the State of Tennessee, located and doing business at 2214 Metro Centre Boulevard, Suite 200, Nashville, Tennessee 37228 ("**Assignee**"), is desirous of acquiring said Trademarks.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest in and to said Trademarks, together with the goodwill of the business symbolized by said Trademarks and the above-named registrations therefor, and with all claims arising out of or relating to the use or ownership of said Trademarks.

PENTLAND USA, INC.

By:  _____

Name: Nahum G. Shar

Title: President

Date of Signature: October 27, 1998

FROSS ZELNICK LEHRMAN & ZISSU, P.C.

ALLAN ZELNICK
OF COUNSEL

ALVIN FROSS
RONALD J. LEHRMAN
STEPHEN BIGGER
MICHAEL I. DAVIS
ROGER L. ZISSU
MARIE V. DRISCOLL
RICHARD Z. LEHV
CAROL F. SIMKIN
MARGARET F. GOLDSTEIN
DAVID W. EHRLICH
SUSAN UPTON DOUGLASS
JANET L. HOFFMAN
PETER J. SILVERMAN
LAWRENCE ELI APOLZON
BARBARA A. SOLOMON
LISA PEARSON
MARK D. ENGELMANN
GLENN MITCHELL

866 UNITED NATIONS PLAZA
AT FIRST AVENUE & 48TH STREET
NEW YORK, N.Y. 10017

TELEPHONE: (212) 813-5900
FACSIMILE: (212) 813-5901
E-MAIL: fzlz@frosszelnick.com

MARTIN B. SCHWIMMER
NADINE H. PARKER
JAMES D. SILBERSTEIN
ANDREW N. FREDBECK
GEORGES NAHITCHEVANSKY
ROSE AUSLANDER
MICHAEL J. BLUM
PATRICK T. PERKINS
DIANE MARCOVICI PLAUT
RAPHAEL WINICK
J. ALLISON STRICKLAND
GREGORY P. GULIA
MARY F. LEHENY
PETER S. SLOANE
CRAIG S. MENDE
MICHELLE P. FOXMAN
ROBERT A. BECKER
DAVID A. COHEN
RONALD E. WIGGINS

JAN 28 1999

Assistant Commissioner for Trademarks
2900 Crystal Drive
Arlington, Virginia 22202-3513

Attn: Assignment Branch

Re: Recordal of Assignment against
Various U.S. Trademarks (40)
From: Pentland USA, Inc.
Into : Fashion Shoe Licensing LLC
(Our Ref: FASL USA TT-98/09183)

"Express Mail" mailing label no. 269 258 228
Date of Deposit... 1/28/99

I hereby certify that this paper or fee is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 CFR 1.10 on the date indicated above and is addressed to the Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, Virginia 22202-3513

PATRICK BOISSON
(Printed name of person mailing paper or fee)

(Signature)



01-28-1999

U.S. Patent & TMOfc/TM Mail Rcpt Dt. #40

Dear Sirs:

Please record the enclosed assignment document against the 40 U.S. trademark registrations and applications listed in the attached schedule.

For this purpose we enclose the following:

- 1. Trademark Assignment
- 2. Our check in the amount of \$1,015.00 for filing fees
- 3. Recordation form cover sheet

Should the enclosed fee be insufficient, or should any additional fees be required in future in connection with this registration, please charge our deposit Account No. 23-0825-0576900 with any deficiency.

We look forward to receiving confirmation that the assignment has been duly recorded.

Respectfully submitted,

Lawrence E. Apolzon
Lawrence E. Apolzon

LEA/PB
Enclosure

RECORDED: 01/28/1999

TRADEMARK
REEL: 1851 FRAME: 0601