

05-26-1999



RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



101046973

Patents and Trademarks: Please record the attached original documents or copy hereof.

1. Name of conveying party(ies): 5.7.99
Leslie Fay Licensing Corp.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Delaware
 Other _____
Additional name(s) of conveying party(ies) attached Yes No

2. Name and address of receiving party(ies):
Name: Castleberry Knits, LLC
Address: 530 Seventh Avenue
New York, New York 10018
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
Execution Date: March 1, 1999

Other New York limited liability company
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from Assignment)
Additional name(s) & addresses attached? Yes No

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) _____
B. Trademark Registration No.(s) 1,178,237
Additional Numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: David Ehrlich
Internal Address: Fross Zelnick Lehrman & Zissu, P.C.
Street Address: 866 United Nations Plaza
City: New York State: NY Zip: 10017

6. Total number of applications and registration involved:..... 1
7. Total fee (37 CFR 3.41) \$ 40.00
 Enclosed
 Authorized to be charged to deposit account
(Only if total fee is not sufficient)

8. Deposit account number 23-0825-0576900
05-07-1999
U.S. Patent & TMO/TM Mail Rcpt Dt.
(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.
05/25/1999 MTHA11 00000079 1178237
01 FC:481 Name of Person David Ehrlich Signature [Signature] Date 5/7/99
Total number of pages comprising cover sheet: _____

TRADEMARK
REEL: 001901 FRAME: 0662

ASSIGNMENT

WHEREAS, Leslie Fay Licensing Corp., a Delaware corporation located and doing business at 1412 Broadway, New York, New York 10018 ("Assignor"), is the owner of the following trademarks now registered in the United States:

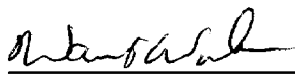
<u>TRADEMARK</u>	<u>REG. NO.</u>	<u>DATE OF REGISTRATION</u>
CASTLEBERRY	1178237	November 17, 1981
CASTLEBROOK	1373938	December 3, 1985

WHEREAS, Castleberry Knits, LLC, a limited liability company located and doing business at 530 Seventh Avenue, New York, New York 10018 ("Assignee"), is desirous of acquiring said registered trademarks and all associated goodwill in said trademarks; and

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 and the above-named registrations therefor, together with the goodwill of the business symbolized by said trademarks, and with all claims that could be asserted by Assignor arising out of or relating to the use or ownership of said trademarks.

LESLIE FAY LICENSING CORP.

Date: March 1, 1999

By: 

Name: Warren T. Wishart

Title: Secretary & Chief Financial Officer

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