



101048296

Tab settings

5-21-99

To the Honorable Commissioner of Patents

ached original documents or copy thereof.

1. Name of conveying party(ies): **MRD**
WILDLIFE SPORTSWEAR, INC.
1411 BROADWAY
NEW YORK, NEW YORK 10018
5-21-99

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State **NEW YORK**
 Other _____

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

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

Name: The CIT Group/Commercial Services, Inc.
Internal Address: _____
Street Address: 1211 AVENUE OF THE AMERICAS
City: NEW YORK State: NY ZIP: 10036

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State NEW YORK
 Other _____

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 Merger
 Security Agreement Change of Name
 Other _____

Execution Date: 05101999

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

A. Trademark Application No.(s)
Additional numbers

B. Trademark Registration No.(s)
SEE ATTACHED SCHEDULE
 Yes No

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

Name: JOSHUA R. BRESSLER, ESQ.
Internal Address: SCHULTE ROTH & ZABEL LLP
Street Address: 900 THIRD AVENUE
05/27/1999 MTHAI1 00000025 500675 1445287
D1 FC:481 40.00 CH
D2 FC:482 50.00 CH
City: NEW YORK State: NY ZIP: 10022

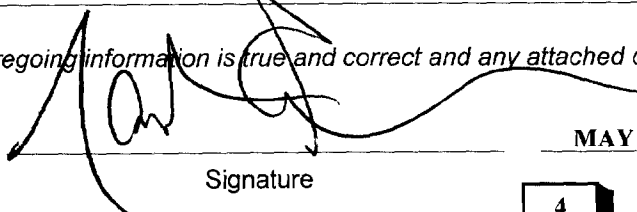
6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41):.....\$ 90.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
SCHULTE ROTH & ZABEL LLP - 500675

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.

JOSHUA R. BRESSLER  MAY 20, 1999
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and 4

TRADEMARKS

<u>Trademark</u>	<u>Jurisdiction</u>	<u>Reg. Date</u>	<u>Reg. No.</u>
1. Inclinations	United States Patent and Trademark Office	June 30, 1987	1,445,287
2. Citylife Sportswear	United States Patent and Trademark Office	January 21, 1998	2,133,356
3. W. L. Sportswear	United States Patent and Trademark Office	October 7, 1997	2,104,091

NOTICE OF SECURITY

(TRADEMARKS)

WHEREAS, Wildlife Sportswear, Inc., a New York corporation (herein referred to as the "Company"), has adopted, used and is using the trademarks listed on the annexed Schedule 1-A, which trademarks are registered in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Company and certain of its affiliates are obligated to The CIT Group/Commercial Services, Inc., a New York corporation, (herein referred to as the "Secured Party"), and the Company has entered into a Security Agreement and Mortgage-Trademarks, (the "Agreement") in favor of the Secured Party; and

WHEREAS, pursuant to the Agreement, the Company granted to the Secured Party a security interest in, and mortgage on, all right, title and interest of the Company in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the applications and registrations hereof, 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 Agreement;

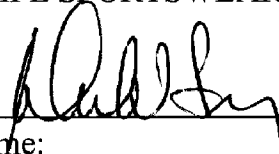
NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Company does hereby grant to the Secured Party a security interest in, and mortgage on, the Collateral to secure the prompt payment, performance and observance of the Obligations.

The Company does hereby further acknowledge and affirm that the rights and remedies of the Secured Party with respect to the security interest in and mortgage on the Collateral made and granted hereby are more fully set forth in the Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

The Secured Party's address is 1211 Avenue of the Americas, New York, New York 10036.

IN WITNESS WHEREOF, the Company has caused this Notice of Security to be duly executed by its officer thereunto duly authorized as of the 10th day of May, 1999.

WILDLIFE SPORTSWEAR, INC.

By: 
Name:
Title: *Pres.*

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