

06-04-1999



0720  
0.2.99

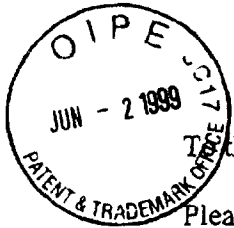
UNITED STA

101056383

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

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)

BEDFORD FAIR 75/600,399  
BEDFORD FAIR LIFESTYLES 75/607,947

- B. Trademark registration number(s)

None

06/03/1999 MTHAI1 00000217 75600399

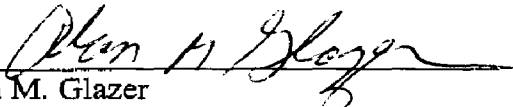
01 FC:481 40.00 OP  
02 FC:482 25.00 OP

BUSDOCS:695566.1

TRADEMARK  
REEL: 001906 FRAME: 0394

5. Name and address of party to whom correspondence concerning document should be mailed:  
Derek M. Stoldt, Esq.  
Kaye, Scholer, Fierman, Hays & Handler  
425 Park Avenue  
New York, NY 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)

Exhibit A

Part I: Applications

<u>Mark</u>	<u>Serial Numbers</u>	<u>Filing Date</u>
BEDFORD FAIR	75/600,399	12/07/98
BEDFORD FAIR LIFESTYLES	75/607,947	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

## 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;

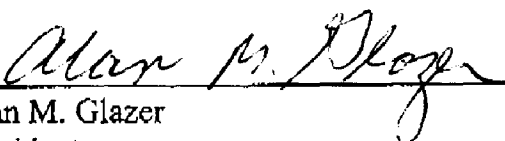
WHEREAS, said Marks and the registrations and registration applications therefor are being assigned to the Assignee in conjunction with substantially all of the Assignor's assets, properties, rights and interests, including the business to which said marks pertain

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 6<sup>th</sup> 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.

Marijorie Maxin Ellis  
Notary Public

[Seal]

My commission expires: Oct 31, 1999

MARIJORIE MAXIN ELLIS  
Notary Public, State of New York  
No. 01EL 4779256  
Qualified In Bronx County  
Commission Expires Oct. 31, 1999

Schedule A

Part I: Applications

<u>Mark</u>	<u>Serial Numbers</u>	<u>Filing Date</u>
BEDFORD FAIR	75/600,399	12/07/98
BEDFORD FAIR LIFESTYLES	75/607,947	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

Honorable Commissioner  
for Trademarks  
2900 Crystal Drive  
Arlington, VA 22202-3513

Date: 5-28-99  
Serial No.:  
Our Ref.: 22439/0002

Sir:

Kindly acknowledge receipt of the accompanying:

Application for  
Response to Official Action  
Affidavit/Declaration Under  
Petition for  
Assignment for Trademarks  
Other:

Check for \$ 65.00

by placing your receiving stamp hereon and mailing  
or returning to deliverer.

Atty:

Due Date:

Derek M. Stoldt, Esq.

/ / By Hand  
/ / Rule 8

610404954

KAYE, SCHOLER, FIERMAN, HAYS & HANDLER, LLP  
A NEW YORK LIMITED LIABILITY PARTNERSHIP  
ATTORNEY BUSINESS ACCOUNT  
425 PARK AVENUE, NEW YORK, NY 10022-3598

1-2/210

170655

May 27, 1999

PAY Sixty-five and 00/100\*\*\*\*\* DOLLARS \$ \*\*\*65.00\*\*\*

TO  
THE  
ORDER  
OF

COMMISSIONER OF PATENTS AND  
TRADEMARKS

CHASE MANHATTAN BANK  
NEW YORK, NY 10013

KAYE, SCHOLER, FIERMAN, HAYS & HANDLER, LLP  
ATTORNEY BUSINESS ACCOUNT

⑈ 170655⑈ ⑆021000021⑆510404954⑈

Payee: COMMISSIONER OF PATENTS AND  
Vendor ID: 032260

Check #: 170655

Check Date: May 27/99

Invoice Num	Invoice Date	Reference	Invoice Amount	Amount Paid	Discount Taken	Payment Amt
052599	May 25/99		65.00	65.00	0.00	65.00
Totals:			\$65.00	\$65.00	\$0.00	\$65.00