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U.S. Department of Commerce Patent and Trademark Office

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To the Honorable Commissioner of Patents and T. 10109382	uments or copy thereof.
1. Name of conveying party(ies): Michael Caruso & Co. 2975 Westchester Avenue Purchase, New York 10577 Individual(s) Association General Partnership Limited Partnership X Corporation-State California Other Additional name(s) of conveying party(ies) attached? YesX No	Name and Address of receiving party(ies) Name: NationsBanc Commercial Corporation Address: 1372 Broadway New York, New York 10018
3. Nature of conveyance:	Individual(s) citizenship
Assignment Merger X Security Agreement Change of Name	Association General Partnership Limited Partnership Corporation-State New York
Other	Other
Execution Date: June 29, 1999	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) & address(es) attached? Yes X No
4. Application number(s) or registration number(s):	\
A. Trademark Application No.(s) 75/404,985, 74/686,909, 75/443,446, 75/455,506	B. Trademark Registration No.(s)) 1,500,609, 1,898,168, 2,204,391, 1,960,546, 1,331,004, 1,974,123, 2,225,525, 2,224,026, 1,953,168
Additional numbers attack	hed? Yes X No
5. Name and address of party to whom correspondence concerning document should be mailed:	6. Total number of applications and registrations involved: 13
Dorothy R. Whitney Cowan, Liebowitz & Latman, P.C. 1133 Avenue of the Americas New York, NY 10036-6799	7. Total fee (37 CFR 3.41)\$ 340 X Enclosed
	Any deficiency is authorized to be charged to Deposit Account No. 03-3415.
	8. Deposit Account No. <u>03-3415</u>
	(Attach duplicate copy of this page if paying by deposit account)
5/1999 NTHAI1 00000185 75443446 DO NOT USE	THIS SPACE
2:481 300.00 GP To the best of my knowledge and belief, the foregoing information the original document.	on is true and correct and any attached copy is a true copy of
Dorothy R. Whitney Name of Person Signing Signa	Ly L. Whetry 7/12/99 Aprile Date
Total number of pages including cover	
Mail to: U.S.Patent and Trademark Office, Office of Public Re	ecords, Crystal Gateway 4, Room 335, Washington, DC 20231

ASSIGNMENT FOR SECURITY

WHEREAS, Michael Caruso & Co., Inc., a corporation formed under the laws of California, located at 2975 Westchester Avenue, Purchase, New York 10577 (the "Company"), has adopted, used and is using the marks annexed hereto as Schedule A (the "Marks"); and

WHEREAS, The Company is obligated to NationsBanc Commercial Corporation (the "Bank") located at 1372 Broadway, New York, New York 10018, pursuant to (i) a Revolving Credit and Security Agreement dated May 27, 1998, between the Bank and the Company as amended; and (ii) a certain Security Agreement in Trademarks, dated the date hereof made by the Company in favor of the Bank (the "Agreements"); and

WHEREAS, pursuant to the Agreements, the Company is granting to the Bank a security interest in the Marks, the good will of the business symbolized by the Marks,

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Company does hereby assign unto the Bank for security and grant to the Bank a security interest in and to the Marks, together with the good will of the business symbolized by the Marks, which assignment for security and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

DRW/DXP/22620/01/359773.2

TRADEMARK
REEL: 001927 FRAME: 0875

The Bank expressly acknowledges and affirms that the rights and remedies of the Bank with respect to the assignment for security and security interest granted hereby are more fully set forth in the Agreements. MICHAEL CARUSO & CO., INC. STATE OF NY COUNTY OF West hoster On this H day of ______, 1999, before me personally came, _____, to me known, who, being by me duly sworn, did depose and say that and that he is the (ED) Michael Caruso & Co, Inc.. the corporation described in and which executed the foregoing instrument; and that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the board of directors of said corporation, and that he signed his name thereto by like order.

LAURA Z. VITIELLO
Notary Public, State of New York
No. 01VI6024996
Qualified in Westchester County
Commission Expires May 17, 2001

Mark		Rights (Grouped	by country)	FM Rights (Grouped by country)			Repo	H Date: 0/15/19	99 Fage	1
Marik Intl Classes Reg Owner Ann. Processor Ann. Dr. d	Autune	7 United States								
BABY BONGO 25 MCHARL CARUSO & 75/401.141 6/14/1993 1,898,168 6/6/1995 BNGO 25 MICHARL CARUSO & 75/404,985 12/15/1997 12/15/1997 6/6/1995 BONGO 9 MICHARL CARUSO & 75/217,000 12/23/1996 2.204,391 11/17/1998 BONGO 18 MICHARL CARUSO & 75/217,000 12/23/1996 2.204,391 11/17/1998 BONGO 25 MICHARL CARUSO & 75/413,446 2/24/1998 1.960,546 3/5/1996 BONGO 18 MICHARL CARUSO & 75/413,446 2/24/1998 1.960,546 3/5/1996 BONGO 18 MICHARL CARUSO & 75/413,446 2/24/1998 1.960,546 3/5/1996 BONGO 18 MICHARL CARUSO & 75/413,446 2/24/1998 1.960,546 3/5/1996 BONGO 25 MICHARL CARUSO & 75/43,546 1,711,1994 1,974,123 5/14/1996 BONGO 25 MICHARL CARUSO & 75/389,219 11/13/1997 2,224,026 2/16/1999 CO. INC. BONGO BLUE IEANS 25 75/389,220 11/13/1997 2,22	17	Mark B BONGO & DESIGN	Intl Classes 25	Reg. Owner MICHAEL CARUSO &	App. # 696,818	Aup. Dt 11/23/1987	Reg. # 1.500,609	Reg. Dt 8/16/1988	Allow, Dt	ITO No
BNGO 25 MICHAEL CARUSO & 75/404,985 12/15/1997 CO. INC BONGO 9 MICHAEL CARUSO & 74/68,909 6/12/1995 11/17/1998 BONGO 18 MICHAEL CARUSO & 75/17/2000 12/23/1996 2.204,391 11/17/1998 BONGO 25 MICHAEL CARUSO & 75/143,446 2/24/1998 3/5/1996 BONGO 18 MICHAEL CARUSO & 74/13,446 2/24/1998 3/5/1996 BONGO 18 MICHAEL CARUSO & 75/143,446 2/24/1998 3/5/1996 BONGO 25 MICHAEL CARUSO & 75/143,46 1,9194 1,31,004 4/16/1985 BONGO 25 MICHAEL CARUSO & 75/145,506 7/15/1998 1,914,123 5/14/1996 BONGO 25 MICHAEL CARUSO & 75/145,727 1/11/1994 1,974,123 5/14/1996 BONGO 25 MICHAEL CARUSO & 75/180,219 7/11/1994 1,974,123 5/14/1996 BONGO BULE IEANS 25 MICHAEL CARUSO & 75/180,219 1/1/19/14 1,974,123 5/14/1999 ALWAYS AGURICAS 5 70,119 1/1/19/14 <td>0+</td> <td>BABY BONGO</td> <td>25</td> <td>MICHAEL CARUSO &</td> <td>75/401,141</td> <td>6/14/1993</td> <td>1.898,168</td> <td>6/6/1995</td> <td></td> <td>°Z</td>	0+	BABY BONGO	25	MICHAEL CARUSO &	75/401,141	6/14/1993	1.898,168	6/6/1995		°Z
BONGO 9 MICHAEL CARUSO & 74/68.009 6/12/1995 11/17/1998 BONGO 18 MICHAEL CARUSO & 75/217.000 12/23/1996 2.204.391 11/17/1998 BONGO 25 MICHAEL CARUSO & 75/217.000 12/23/1996 2.204.391 11/17/1998 BONGO 18 MICHAEL CARUSO & 74/64.172 6/5/1995 1.960.546 3/5/1996 BONGO 25 MICHAEL CARUSO & 74/64.172 6/5/1995 1.960.546 3/5/1996 BONGO 25 MICHAEL CARUSO & 75/45.366 3/24/1998 3/5/1996 BONGO 25 MICHAEL CARUSO & 75/45.360 3/24/1998 3/5/1996 BONGO 25 MICHAEL CARUSO & 75/389.219 1/11/1994 1,974,123 5/14/1996 BONGO AN AMERICAN 25 MICHAEL CARUSO & 75/389.219 1/1/1994 1,974,123 5/14/1996 BONGO BULE JEANS 25 MICHAEL CARUSO & 75/389.219 11/13/1997 2.225,525 2/23/1999 ALWAYS AMERICAN 26 10.00 10.00 11/13/1997 2.225,525 2/16/1999 ALWAYS A	95	BNGO	25	MICHAEL CARUSO &	75/404,985	12/15/1997				Yes
BONGO 18 MICHAEL CARUSO & 75/11/1000 12/23/1996 2.204.391 11/17/1998 BONGO 25 MICHAEL CARUSO & 75/143,146 2/24/1998 1.960.346 3/.5/1996 BONGO 18 MICHAEL CARUSO & 75/143,146 2/24/1998 1.960.346 3/.5/1996 BONGO 25 MICHAEL CARUSO & 75/145.566 3/24/1998 1.960.346 3/.5/1996 BONGO 25 MICHAEL CARUSO & 75/145.506 3/.14/1998 1.331,004 4/16/1985 BONGO 25 MICHAEL CARUSO & 75/145.506 3/.14/1998 1.974,123 5/14/1996 BONGO 25 MICHAEL CARUSO & 75/145.207 4/.1/1994 1.974,123 5/.14/1996 BONGO AN AMERICAN 3. 14, 25 MICHAEL CARUSO & 75/1489,219 11/.13/1997 2.225,525 2/.24/1999 ALASIC CO., INC. CO., INC. CO., INC. CO., INC. A.1/13/1997 2.224,026 2/.16/1999 ALAVORITES MICHAEL CARUSO & 75/148,203 74/14995 1.953,168 1/.90199 MISC DESIGN (BONGO 25 MICHAEL CARUSO & 75/148,203 2	378	BONGO	6	MICHAEL CARUSO &	606'989/†/	6/12/1995				s Z
BONGO 25 MICHAEL CARUSO & 75/443-446 75/443-446 2/24/1998 75/41998 BONGO 18 MICHAEL CARUSO & 74/631-72 6/5/1995 1.960.546 3/5/1996 BONGO 25 MICHAEL CARUSO & 75/455.506 3/24/1998 1.960.546 3/5/1996 BONGO 25 MICHAEL CARUSO & 75/455.506 3/24/1998 1,331.004 4/16/1985 BONGO 25 MICHAEL CARUSO & 74/507.927 4/11/1994 1,974,123 5/14/1996 BONGO AN AMERICAN 25 MICHAEL CARUSO & 75/389.219 11/13/1997 2.225.525 2/23/1999 CO., INC. BONGO BLUE JEANS 25 MICHAEL CARUSO & 75/389.219 11/13/1997 2.225.525 2/16/1999 ALWAYS AMERICAN 25 MICHAEL CARUSO & 75/389.219 11/13/1997 2.224.026 2/16/1999 ALWAYS AMERICANS 25 MICHAEL CARUSO & 75/389.219 11/13/1997 2.224.026 2/16/1999 MISC. DESIGN (BONGO 25 MICHAEL CARUSO & 74/639.303 2/27/1995 1/30/1996 1/30/1996	579	BONGO	18	MICHAEL CARUSO & CO., INC.	75/217.000	12/23/1996	2.204.391	8661//1/11		Yes
BONGO 18 MICHAEL CARUSO & 74/684,172 6/ 5/1995 1.960.546 3/ 5/1996 BONGO 25 MICHAEL CARUSO & 75/455.506 3/24/1998 1.960.546 3/ 5/1996 BONGO 25 MICHAEL CARUSO & 488.887 7/ 9/1984 1,331,004 4/16/1985 BONGO 25 MICHAEL CARUSO & 74/507,927 4/ 1/1994 1,974,123 5/14/1996 BONGO AN AMERICAN 3. 14, 25 MICHAEL CARUSO & 75/389.219 11/13/1997 2.225.525 2/123/1999 CO., INC. BONGO BLUE JEANS 25 MICHAEL CARUSO & 75/389.220 11/13/1997 2.224.026 2/16/1999 ALWAYS AMERICA'S ACO., INC. CO., INC. AV639.303 2/27/1995 1,953,168 1/30/1996 MICHAEL CARUSO & 74/639.303 2/27/1995 1,953,168 1/30/1996 1/30/1996	580	BONGO	25	MICHAEL CARUSO &	75/443.446	2/24/1998				Yes
BONGO 25 MICHAEL CARUSO & 75/455.506 3/24/1998 BONGO 25 MICHAEL CARUSO & 488.887 7/9/1984 1,331,004 4/16/1985 BONGO 25 MICHAEL CARUSO & 74/507,927 4/1/1994 1,974,123 5/14/1996 BONGO 3. 14, 25 MICHAEL CARUSO & 74/507,927 4/1/1994 1,974,123 5/14/1996 BONGO AN AMERICAN 25 MICHAEL CARUSO & 75/389.219 75/389.219 11/13/1997 2.225.525 2/23/1999 CO., INC. BONGO BLUE IEANS 25 MICHAEL CARUSO & 75/389.220 75/389.220 11/13/1997 2.225.525 2/16/1999 ALWAYS AMERICA'S CO., INC. MICHAEL CARUSO & 74/639.303 2/27/1995 1/30/1996 1/30/1996 MISC, DESIGN (BONGO 25 MICHAEL CARUSO & 74/639.303 2/27/1995 1/30/1996 1/30/1996	592	BONGO	18	MICHAEL CARUSO &	74/684,172	9661/5/9	1.960.546	3/ 5/1996		ž
BONGO 25 MICHAEL CARUSO & 488.887 7/ 9/1984 1,331,004 4/16/1985 BONGO 25 MICHAEL CARUSO & 74/507,927 4/ 1/1994 1,974,123 5/14/1996 BONGO 3. 14, 25 MICHAEL CARUSO & 74/507,927 4/ 1/1994 1,974,123 5/14/1996 BONGO AN AMERICAN 25 MICHAEL CARUSO & 75/389.219 11/13/1997 2.225.525 2/23/1999 ALWAYS AMERICA'S PAVORITES MICHAEL CARUSO & 75/389.220 11/13/1997 2.224.026 2/16/1999 MISC. DESIGN (BONGO 25 MICHAEL CARUSO & 74/639.303 2/27/1995 1/30/1996 1/30/1996	593	BONGO	25	MICHAEL CARUSO &	75/455,506	3/24/1998				Yes
BONGO 25 MICHAEL CARUSO & 74/507,927 4/ 1/1994 1,974,123 5/14/1996 BONGO 3. 14, 25 MICHAEL CARUSO & 75/389,219 11/13/1997 2.225,525 2/23/1999 BONGO AN AMERICAN 25 MICHAEL CARUSO & 75/389,219 11/13/1997 2.225,525 2/23/1999 CLASSIC BONGO BLUE JEANS 25 MICHAEL CARUSO & 75/389,220 11/13/1997 2,224,026 2/16/1999 ALWAYS AMERICA'S CO., INC. FAVORITES MISC. DESIGN (BONGO 25 MICHAEL CARUSO & 74/639,303 2/27/1995 1,953,168 1/50/1996 PRUMS) CO., INC. CO., INC. A1/639,303 2/27/1995 1,953,168 1/50/1996	594	BONGO	25	MICHAEL CARUSO &	188.887	+861/6//	1,331,004	4/16/1985		Š
BONGO 3. 14, 25 MICHAEL CARUSO & CO., INC. BONGO AN AMERICAN 25 CO., INC. BONGO BLUE JEANS 25 MICHAEL CARUSO & 75/389.219 11/13/1997 2.225.525 2/16/1999 ALWAYS AMERICA'S CO., INC. FAVORITES MICHAEL CARUSO & 74/639.303 2/27/1995 1.953, 168 1/30/1996 DRUMS)	596	BONGO	25	MICHAEL CARUSO & CO., INC.	74/507,927	1/1/1994	1,974,123	9/14/1996		ŝ
BONGO AN AMERICAN 25 MICHAEL CARUSO & 75/389.219 11/13/1997 2.225.525 2/23/1999 CLASSIC MICHAEL CARUSO & 75/389.220 11/13/1997 2.224.026 2/16/1999 ALWAYS AMERICA'S FAVORITES MICHAEL CARUSO & 74/639.303 2/27/1995 1/953,168 1/30/1996 MISC. DESIGN (BONGO 25 CO., INC. DRUMS) CO., INC. CO., INC.	1675	BONGO	3, 14, 25	MICHAEL CARUSO & CO., INC.						Yes
BONGO BLUE JEANS 25 MICHAEL CARUSO & 75/389.220 11/13/1997 2.224.026 2/16/1999 ALWAYS AMERICA'S FAVORITES MISC. DESIGN (BONGO 25 CO., INC. CO., INC.	603	BONGO AN AMERICAN CLASSIC	4 25	MICHAEL CARUSO & CO., INC.	75/389.219	11/13/1997	2.225.525	2/23/1999		°Z
MISC. DESIGN (BONGO 25 MICHAEL CARUSO & 74/639.303 2/27/1995 1,953,168 1/30/1996 CO., INC.	909	BONGO BLUE IEANS ALWAYS AMERICA'S FAVORITES	25	MICHAEL CARUSO & CO., INC.	75/389.220	11/13/1997	2,224,026	2/16/1999		N _o
	ETR/	MISC. DESIGN (BONGC DRUMS)) 25	MICHAEL CARUSO & CO., INC.	74/639.303	2/27/1995	1,953,168	9661/05/1		°Z

RECORDED: 07/14/1999

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