

7/14/99

07-16-1999

U.S. Department of Commerce
Patent and Trademark Office

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To the Honorable Commissioner of Patents and T.

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uments or copy thereof.

<p>1. Name of conveying party(ies): Michael Caruso & Co. 2975 Westchester Avenue Purchase, New York 10577</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State California <input type="checkbox"/> Other</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and Address of receiving party(ies)</p> <p>Name: NationsBanc Commercial Corporation</p> <p>Address: 1372 Broadway New York, New York 10018</p> <p>Individual(s) citizenship _____ Association _____ General Partnership _____ Limited Partnership _____ Corporation-State <u>New York</u> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input checked="" type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>June 29, 1999</u></p>	

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

<p>A. Trademark Application No.(s) 75/404,985, 74/686,909, 75/443,446, 75/455,506</p>	<p>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</p>
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Additional numbers attached? Yes No

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Dorothy R. Whitney Cowan, Liebowitz & Latman, P.C. 1133 Avenue of the Americas New York, NY 10036-6799</p>	<p>6. Total number of applications and registrations involved: <u>13</u></p> <p>7. Total fee (37 CFR 3.41)..... \$ <u>340</u></p> <p><input checked="" type="checkbox"/> Enclosed</p> <p><input type="checkbox"/> Any deficiency is authorized to be charged to Deposit Account No. 03-3415.</p> <p>8. Deposit Account No. <u>03-3415</u></p> <p>(Attach duplicate copy of this page if paying by deposit account)</p>
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DO NOT USE THIS SPACE

E:481 40.00 DP
C:482 Statement and signature. 300.00 DP

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.

Dorothy R. Whitney
Name of Person Signing

Dorothy R. Whitney 7/12/99
Signature Date

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

Mail to: U.S. Patent and Trademark Office, Office of Public Records, Crystal Gateway 4, Room 335, Washington, DC 20231

IP/22620/01/369363.1

TRADEMARK
REEL: 001927 FRAME: 0874

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.

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.

Dated: June 29, 1999

MICHAEL CARUSO & CO., INC.

By [Signature]
Title CEO

STATE OF NY)
)
):
COUNTY OF Westchester ss.:

On this 29th day of June, 1999, before me personally came, Neil Cole, to me known, who, being by me duly sworn, did depose and say that he resides at _____ and that he is the CEO of 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.

[Signature]
Notary Public

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

TM Rights (Grouped by country)

Report Date: 03/10/99 Page: 1

Country:	United States	Mark	Intl Classes	Reg. Owner	App. #	App. Dt	Reg. #	Reg. Dt	Allow. Dt	ITU
1	B BONGO & DESIGN	25	MICHAEL CARUSO & CO., INC.	696,818	11/23/1987	1,500,609	8/16/1988			No
04	BABY BONGO	25	MICHAEL CARUSO & CO., INC.	75/401,141	6/14/1993	1,898,168	6/6/1995			No
95	BNGO	25	MICHAEL CARUSO & CO., INC.	75/404,985	12/15/1997					Yes
378	BONGO	9	MICHAEL CARUSO & CO., INC.	74/686,909	6/12/1995					No
579	BONGO	18	MICHAEL CARUSO & CO., INC.	75/217,000	12/23/1996	2,204,391	11/17/1998			Yes
580	BONGO	25	MICHAEL CARUSO & CO., INC.	75/443,446	2/24/1998					Yes
592	BONGO	18	MICHAEL CARUSO & CO., INC.	74/684,172	6/5/1995	1,960,546	3/5/1996			No
593	BONGO	25	MICHAEL CARUSO & CO., INC.	75/455,506	3/24/1998					Yes
594	BONGO	25	MICHAEL CARUSO & CO., INC.	488,887	7/9/1984	1,331,004	4/16/1985			No
596	BONGO	25	MICHAEL CARUSO & CO., INC.	74/507,927	4/1/1994	1,974,123	5/14/1996			No
4675	BONGO	3, 14, 25	MICHAEL CARUSO & CO., INC.							Yes
605	BONGO AN AMERICAN CLASSIC	25	MICHAEL CARUSO & CO., INC.	75/389,219	11/13/1997	2,225,525	2/23/1999			No
606	BONGO BLUE JEANS ALWAYS AMERICA'S FAVORITES	25	MICHAEL CARUSO & CO., INC.	75/389,220	11/13/1997	2,224,026	2/16/1999			No
608	MISC. DESIGN (BONGO DRUMS)	25	MICHAEL CARUSO & CO., INC.	74/639,303	2/27/1995	1,953,168	1/30/1996			No

TRADEMARK