FORM PTO-1594 (Modified)
(Rev. 6-93)
OMB No. 0651-0011 (exp.4/94)
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mid 7.23.99

RECORDATION FORM CO

TRADEMARKS

07-27-1999

101102234

et No.:
51/0146

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please r... r copy thereof.

1. Name of conveying party(ies):

MACPHERSON MEISTERGRAM, INC.

☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-State NORTH CAROLINA
☐ Other

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

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

Name: ABLECO FINANCE LLC, as Agent

Internal Address:

Street Address: 450 PARK AVENUE

City: NEW YORK State: NY ZIP: 10022

☐ Individual(s) citizenship
☐ Association
☐ General Partnership
☐ Limited Partnership
☐ Corporation-State
☒ Other DELAWARE LIMITED LIABILITYCOMPANY

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: 04201999

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

SEE
ATTACHED
SCHEDULE

Additional numbers ☒ Yes ☐ No

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

Name: JOSHUA R. BRESSLER

Internal Address: SCHULTE ROTH & ZABEL LLP

Street Address: 900 THIRD AVENUE

City: NEW YORK State: NY ZIP: 10022

6. Total number of applications and registrations involved:..... 10

7. Total fee (37 CFR 3.41):.....$ $265.00

☐ Enclosed

☒ Authorized to be charged to deposit account

8. Deposit account number:

SCHULTE ROTH & ZABEL LLP - 500675

DO NOT USE THIS SPACE

07/26/1999 DNGUYEN 00000404 500675 1498689

01 FC:481 40.00 CH
02 FC:482 225.00 CH

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 — Name of Person Signing

Signature

JULY 22, 1999 — Date

Total number of pages including cover sheet, attachments, and 6

TRADEMARKS

MACPHERSON MEISTERGRAM, INC.

	REGISTRATION NO.	MARK
Macpherson Meistergram, Inc.	1,498,689	THE VITAL LINK & Design
	1,603,441	M800XLC
	1,416,427	MEISTERGRAM Stylized
	1,608,030	MEISTERGRAM Block for Sewing Machines
	1,780,054	MEISTERGRAM
	1,978,680	MATRIX
	1,105,619	INSTA PATCH
	1,974,688	MACPHERSON MEISTERGRAM & Design
	2,008,695	MACPHERSON MEISTERGRAM & Design
	1,974,697	MACPHERSON MEISTERGRAM & Design

Exhibit 1 to
Security Agreement and Mortgage

ASSIGNMENT FOR SECURITY

(TRADEMARKS)

WHEREAS, Macpherson Meistergram, Inc., a debtor and a debtor-in-possession ("Assignor") has adopted, intends to use or has used and is using the trademarks and service marks listed on the annexed Appendix, which trademarks and service marks are registered in the United States Patent and Trademark Office and/or trademark offices or the equivalent thereof in any State thereof, or any other country or political subdivision thereof or applications therefor have been filed (the "Trademarks");

WHEREAS, Assignor is obligated to Ableco Finance LLC, a Delaware limited liability company, as lender under that certain Financing Agreement, dated April 20, 1999, between Assignor and Ableco Finance LLC (as the same may be amended, restated, modified or supplemented from time to time, the "Credit Agreement"), and as agent for itself and each person that purchases any portion of Ableco Finance LLC's rights and obligations under the Credit Agreement pursuant to Section 9.13 thereof, collectively, the "Assignee"), and Assignor has entered into a Security Agreement and Mortgage - Intellectual Property dated the date hereof (the "Security Agreement") in favor of Assignee; and

WHEREAS, pursuant to the Security Agreement, Assignor has assigned to Assignee and granted to Assignee a security interest in, and mortgage on, all right, title and interest of Assignor in and to the Trademark Collateral, together with the goodwill of the business symbolized by the Trademark Collateral and the applications and registrations thereof, 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 Security Agreement;

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

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

Assignee's address is 450 Park Avenue, 28th Floor, New York, New York 10022.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of the 20th day of April, 1999.

MACPHERSON MEISTERGRAM, INC.,
a Debtor and a Debtor-in-Possession

By: _____
Name: John K. Ziegler, Jr.
Title: Vice President and Treasurer

STATE OF NEW YORK)

) ss:

COUNTY OF NEW YORK)

On this 20th day of April 1999, before me personally appeared John K. Ziegler, Jr., to me known, who, being by me duly sworn, did depose and say that he resides at 72 Riverside Ave, Basking Ridge, NJ 07920 and that he is VP: Treasurer of Macpherson Meistergram, Inc., a debtor and a debtor-in-possession, described in and which executed the foregoing instrument and that he signed his name thereto pursuant to such authority.

Notary Public

DENISE MARIA McDERMOTT
Notary Public, State of New York
No. 01MC5010[illegible]
Qualified in New York County 99
Commission Expires Sept. 27, 19[illegible]

Denise Maria McDermott

SRZNY\550477v1

TRADEMARKS

MACPHERSON MEISTERGRAM, INC.

	REGISTRATION NO.	MARK
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	1,105,619	INSTA PATCH
	1,974,688	MACPHERSON MEISTERGRAM & Design
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	1,974,697	MACPHERSON MEISTERGRAM & Design

W6-NY991100.001

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ALAN S. WALDENBERG
PAUL N. WATTERSON, JR.
PAUL E. WEBER
MARC WEINGARTEN
ANDRE WEISS
WILLIAM D. ZABEL

WRITER'S DIRECT NUMBER:
(212) 756-2002

WRITER'S E-MAIL ADDRESS:
joshua.bressler@srz.com

July 22, 1999

VIA EXPRESS MAIL

Commissioner of Patents and Trademarks
Box Assignments
Washington, DC 20231

Re: Recordation of
Assignment for Security (Trademarks)
Our ref.: Macpherson Meistergram, Inc./Ableco 014951/0146

Dear Sir or Madam:

Please record the above-referenced document against the U.S. trademark registrations identified in the accompanying Document Cover Sheet.

We authorize the deduction from Schulte Roth & Zabel LLP's Deposit Account No. 500675 of $265.00, plus any deficiencies therein, to cover recordation fees, and we enclose an extra copy of the Document Cover Sheet for this purpose.

Also enclosed is a self-addressed postage prepaid postcard, which we request that you date stamp and return to us to acknowledge your receipt of this filing.

Cordially,

Joshua R. Bressler

Enclosures
Express Mail Label No. EL296378503US

EL296378503US