

FORM PTO-1618A

10-12-1999



101166562



10-04-1999

U.S. Patent & TMO/c/TM Mail Rpt Dt. #11

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

10-4-99

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City

State/Country

Zip Code

- Individual General Partnership Limited Partnership
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

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REEL: 001972 FRAME: 0515

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="1,841,374"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.) Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Joseph T. Nabor
Name of Person Signing

Joseph T. Nabor
Signature

10/1/99
Date Signed

FILED
 JAMES J. WALDRON, CLERK
 APR 15 1999
 U.S. BANKRUPTCY COURT
 NEWARK, N.J.
 BY *[Signature]* DEPUTY

In the Matter of: : UNITED STATES BANKRUPTCY COURT
 : DISTRICT OF NEW JERSEY
 SANTANA, LTD., : Case No. 98-40242 WFT
 : Chapter 7 Proceeding
 Debtor. : Hon. William F. Tuohey

**ORDER GRANTING RELIEF FROM THE AUTOMATIC STAY
 (REGARDING TRADEMARK RIGHTS)**

Upon the Application of HSBC Americas, Inc., as Assignee of The Hongkong and Shanghai Banking Corporation Limited, New York Branch, for an Order Providing Relief from the Automatic Stay Regarding Certain Trademark Rights dated March 18, 1999 (the "Application"); and HSBC Americas, Inc. ("HSBC Americas") having requested in the Application that the Court enter this Order on the consent of the Chapter 7 Trustee appointed in this case, which consent is indicated by the signature of the Chapter 7 Trustee's counsel on the Application; and the Notice of Request for the Court to Enter an Order Providing Stay Relief dated March 18, 1999 (the "Notice") having been filed and served with the Application on all of the known creditors of the Chapter 7 estate of Santana, Ltd. (the "Debtor") and all other parties required to receive notice of the Application; and the Notice having set forth that, if no

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objection to the relief requested in the Application were timely filed and served, then this Court could grant the relief requested and enter this Order without further notice or opportunity for a hearing; and no such objection having been timely received or filed; and this Court having

FOUND that grounds pursuant to both 11 U.S.C. §§ 362(d)(1) and (2) exist for providing HSBC Americas, as assignee of The Hongkong and Shanghai Banking Corporation Limited, New York Branch, and its successors and assigns, if any, with the relief provided herein; and it is further hereby

FOUND that HSBC Americas has asserted, and the Chapter 7 trustee herein, Eric Perkins, has agreed, that HSBC Americas holds a first-priority properly-perfected security interests and liens in, on and to (a) all of Debtor's now existing or hereafter acquired right, title, and interest in and to: all of Debtor's trademarks, trade names, tradestyles and service marks; all prints and labels on which said trademarks, trade names, tradestyles and service marks appear, have appeared or will appear, and all designs and general intangibles of a like nature; all applications, registrations and recordings relating to the foregoing in the United States Patent and Trademark Office or in any similar office or agency of the United States, any state thereof, any political subdivision thereof or in any other countries, and all reissues, extensions and renewals thereof,

including those trademarks, terms, designs and applications described in Exhibit A hereto (the "Trademarks"); (b) the goodwill of the business symbolized by each of the Trademarks, including, without limitation, all customer lists and other records relating to the distribution of products or services bearing the Trademarks; and (c) any and all proceeds of any of the foregoing, including, without limitation, any claims by Debtor against third parties for infringement of the Trademarks (collectively, the "Trademark Rights"); and it is further hereby

FOUND that such security interests and liens secure a valid pre-petition claim of HSBC Americas in an amount of not less than \$2,000,000.00 as of the date hereof; and it is further hereby

FOUND that the Notice provided sufficient and effective notice to all parties required to receive notice of the Application and the relief requested therein that, if an objection thereto was not filed and served as set forth in the Notice on or before March 29, 1999, this Court could enter this Order without further notice or opportunity for a hearing; and it is further hereby

FOUND that the Notice, the Application and all papers filed therewith were timely served on all parties required to receive notice thereof, that no further notice of the

Application, the relief requested therein, this Order or the relief provided herein on any party is required or necessary;

NOW THEREFORE, after due deliberation, and sufficient cause appearing therefor (and the following decretal paragraphs incorporating all of the above, including the findings of this Court), it is hereby;

ORDERED, ADJUDGED AND DECREED that:

1. The Application is granted.

2. The automatic stay pursuant to 11 U.S.C. § 362(a) is hereby vacated for all purposes with regard to the liens, security interests and all other interests and rights of HSBC Americas, as assignee of Hongkong Shanghai, and any of HSBC Americas' successors or assigns, to and in the Trademark Rights (and any proceeds and products thereof).

3. HSBC Americas, and any of its successors or assigns, shall be immediately allowed, without limitation, to foreclose on and enforce any and all rights, pursuant to any and all liens, security interests and other interests and rights of any kind in and to the Trademark Rights (and any proceeds and products thereof).

4. Notwithstanding any other decretal paragraph of this Order, nothing herein authorizes HSBC Americas or any other party to realize on or enforce any rights to sue or otherwise bring a claim against Eugene Weissman or an entity related to Mr.

Weissman concerning Mr. Weissman's or such entity's activities in appropriating the Debtor's and/or the Debtor's estate's rights pursuant to certain purchase orders, to the extent such rights are preserved for the Chapter 7 trustee appointed in this case as set forth in that certain Stipulation and Order Concerning Cause of Action against Eugene Weissman which was so-ordered by this Court on March 9, 1999.

Dated: Newark, New Jersey
April 15, 1999

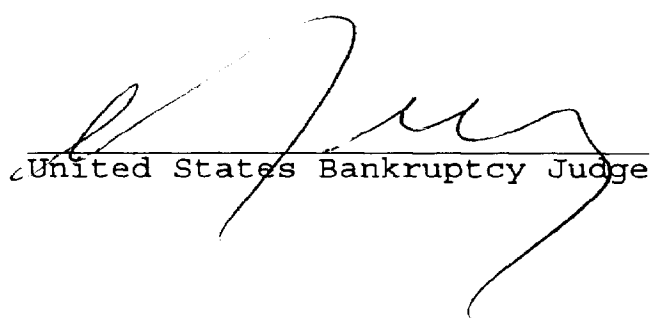

United States Bankruptcy Judge

EXHIBIT A**TRADEMARKS**

<u>Trademark/Service Mark</u>	<u>Registration/ Application Number</u>	<u>Registration/ Application Date</u>
<u>Licensed Registered Trademarks</u>		
SANTANA	1,061,270	March 15, 1977
BRUT AND MEDALLION	1,243,754	
BRUT AND MEDALLION	1,240,465	
BRUT AND MEDALLION	1,519,884	
H.I.S.	788,198	April 13, 1965
H.I.S.	798,578	November 9, 1965
<u>Owned Registered Trademarks</u>		
FULL F/X EXPOSURE	1,828,923	3/29/94
LAUNDROMAT	1,844,532	7/12/94
OVAL & S DESIGN	1,777,257	6/15/93
RIGHT MOVES	1,844,531	7/12/94
SALTWASH	1,847,752	8/2/94
TRESPASS	1,841,374	6/21/94
<u>Owned Trademark Applications</u>		
<u>Mark</u>	<u>Application Serial Number</u>	<u>Application Serial Date</u>
ALPINE FLEECE	74/562,456	8/18/94
BLAZER FIRENZE	74/493,293	2/22/94

FULL F/X EXPOSURE (Stylized)	74/361,730	2/23/93
F/X	74/363,050	2/23/93
SKIN F/X	74/361,731	2/23/93
NORDIC FLEECE	74/442,319	9/30/93
THERMAL FLEECE	74/495,429	2/28/94
TIMEWEAR	74/508,343	4/4/94
YOU ARE WHAT YOU WEAR	74/494,831	2/28/94

Licensed Trademark Applications

H.I.S.	74/667407	April 28, 1995
H.I.S.	74/709487	August 1, 1995



9-22-99

I hereby certify that the foregoing is a TRUE COPY of the original on file in the office of the Clerk of the United States Bankruptcy Court.

Janis Green Deputy