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01-07-2000



Docket No.:

810600-002

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To the Honorable Commissioner of Patents and Trademarks, please return the attached original documents or copy thereof.

1. Name of conveying party(ies):
PNP Holdings Corporation and NationsBank N.A. (now Bank of America, N.A.)

- Individual(s)
- General Partnership
- Corporation-State **Delaware**
- Other

- Association
- Limited Partnership

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

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

Name: **IBJ Whitehall Retail Finance**

Internal Address:

Street Address: **One State Street**

City: **New York** State: **NY** ZIP: **10004**

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State **New York**
- Other

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 **Grant of Continuing Security Interest**

Execution Date: **Effective Date November 29, 1997**

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: **Laura E. Goldbard, Esq.**

Internal Address: **Stroock & Stroock & Lavan LLP**

Street Address: **180 Maiden Lane**

City: **New York** State: **NY** ZIP: **10038**

6. Total number of applications and registrations involved: **36**

7. Total fee (37 CFR 3.41): \$ **\$915.00**

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

19-4709

01/06/2000 TTON11 00000096 194709 2222024

DO NOT USE THIS SPACE

01 FC:481 40.00 CH
02 FC:482 875.00 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.

Laura E. Goldbard
Name of Person Signing

Laura E. Goldbard
Signature

December 20, 1999
Date

Total number of pages including cover sheet, attachments, and **4**

Exhibit A

Federal Trademarks Held in the Name of
PIC 'N PAY STORES, INC.

Which Are Subject to a Security Interest in Favor of Bank of America, N.A.

Mark	Reg. No.	Reg. Date
GRANITE WORK - ROCK TOUGH SERIES	2,222,024	2/2/99
VIA ISOLA	2,211,811	12/15/98
NO/XS	2,211,810	12/15/98
WABUSH CROSSING TRADING COMPANY	2,110,036	10/28/97
STUDIO DU MONDE (STUDIO OF THE WORLD)	2,063,803	5/20/97
TRADE STREET	2,178,792	8/4/98
ADVENTURE AWAITS (Stylized)	1,855,253	9/20/94
SIGI	1,751,347	2/9/93
E.C.A.C.	1,696,992	6/23/92
EAST COAST ATHLETIC CLUB	1,902,186	6/27/95
SHOE CITY. and Design	1,543,996	6/13/89
SHOE CITY	1,520,291	1/10/89
LADY CUGA	1,386,851	3/18/86
CUGA DASH	1,382,421	2/11/86
CUGA KIDS	1,386,850	3/18/86
CUGA ROYAL	1,399,544	7/1/86
CUGA PRO	1,399,543	7/1/86
PERKS	1,370,308	11/12/85
PLUM CAKES	1,370,307	11/12/85
MONDE'LE (LITTLE WORLD)	1,377,366	1/7/86
SABATINI	1,389,544	4/8/86
12TH STREET	1,371,451	11/19/85
THIRD MATE	1,371,450	11/19/85
MONDOLFO	1,370,300	11/12/85
BACKTRAIL	1,371,445	11/19/85
CANTINI	1,374,865	12/10/85
DE PALMA	1,389,542	4/8/86
ARTINI	1,371,442	11/19/85
BACCANTE (BACCHANTE)	1,399,535	7/1/86
AMERATI	1,399,534	7/1/86
PIC 'N PAY SHOES and Design	1,142,160	12/2/80
CUGA	1,086,050	2/21/78
PIC 'N PAY (Stylized)	1,111,119	1/9/79
STIX 'N STONES	869,739	5/20/69
BARETT SHOES	771,627	6/16/64
PIC 'N PAY	735,707	8/7/62

ASSIGNMENT
OF
GRANT OF SECURITY INTEREST
IN TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

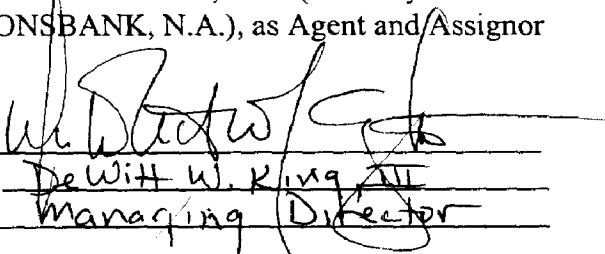
Effective November 29, 1997, Pic 'N Pay Stores, Inc., as borrower (the "Borrower"), entered into that certain Loan and Security Agreement (as the same may be amended, modified, extended or restated from time to time, the "Loan and Security Agreement") by and among the Borrower, PNP Holdings Corporation, and NationsBank N.A. (now Bank of America, N.A.), as Agent (the "Agent") for the lenders referenced therein (the "Lenders") and granted a continuing security interest in and continuing lien upon, (i) the trademarks, service marks and related registrations and applications (the "Trademarks"), shown in Exhibit A attached hereto and incorporated herein, to the Agent for the ratable benefit of the Lenders, together with (ii) the goodwill and assets of the business symbolized by such Trademarks and (iii) all actions for infringement concerning the foregoing including the right to sue for and to recover and retain all damages and profits arising from past infringement.

The Notice of Grant of Security Interest in Trademarks was recorded with the United States Patent and Trademark Office November 29, 1997 at Reel 1678, Frame 0307.

Bank of America, N.A. (formerly NationsBank, N.A.), as Agent, hereby transfers and assigns, without representation or warranty of any nature or kind, its security interest in and lien upon the Trademarks to IBJ Whitehall Business Credit Corporation, as Agent, with the right to exercise all powers set forth therein as Agent thereunder.

Very truly yours,

BANK OF AMERICA, N.A. (formerly
NATIONSBANK, N.A.), as Agent and Assignor

By: 
Name: DeWitt W. King, III
Title: Managing Director

Acknowledged and Accepted:

IBJ WHITEHALL BUSINESS CREDIT CORPORATION, as Agent and Assignee

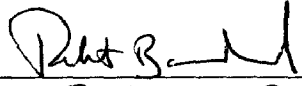
By: 
Name: ROBERT BARNHARD
Title: President

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