



101456374

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To the Honorable Commissioner of Patent

Documents are attached original documents or copy thereof.

1. Name of conveying party(ies):
 HONEY FASHIONS, LTD.
 240 Grumman Road West
 Bethpage, NY 11714

M.H.S. 8.24.00

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State: New York
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
 Name: CENTURY BUSINESS CREDIT CORPORATION
 Internal Address: _____
 Street Address: 119 West 40th Street
 City: New York State: NY ZIP: 10018

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

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 No

3. Nature of conveyances:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: August 18, 2000

4. Application Number(s) or registration number(s):
 A. Trademark Application.(s)
SEE ATTACHED SCHEDULE A

Additional numbers attached? Yes No

B. Trademark registration No.(s)
SEE ATTACHED SCHEDULE A

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Federal Research Corporation
 Internal Address: _____

 Street Address: 400 Seventh Avenue, N.W., Suite 101

 City: Washington State: DC ZIP: 20004

6. Total number of applications and registrations involved: 23

7. Total fee (37 CFR 3.41): \$ 590⁰⁰
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____
 (Attach duplicate copy of this page if paying by deposit account)

09/13/2000 INBUYEN 00000267 1402087
 01 FC:481 40.00 OP
 02 FC:482 350.00 OP

DO NOT USE THIS SPACE

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

Loukia Harris *Loukia Harris* August 21, 2000
 Name of Person Signing Signature Date

Total number of pages including coversheet, attachments and document: 4

SCHEDULE A

Schedule A to a Trademark Assignment of Security dated August 18, 2000, by and between Honey Fashions, Ltd. and Century Business Credit Corporation.

<u>Mark</u>	<u>Registration No. or Serial No.</u>	<u>Registration Date or Filing Date</u>
Additions	1,402,087	07/22/86
A Glentex Scarf	536,658	01/16/51
Because You Love Nice Things	544,657	07/03/51
Colleen's Collectables	1,605,646	07/10/90
Dame Belt & Bag	1,508,129	10/11/88
Glensder	544,060	06/19/51
Glensder	541,781	05/01/51
Glen-Tex	128,072	12/23/19
Glen-Tex	328,558	10/01/35
Glen-Tex	378,100	05/28/40
Honey	1,651,553	07/23/91
Kidlyke	1,340,922	06/11/85
Shenanigans	1,579,107	01/23/90
Tomar	791,888	06/29/65
Van Raalte (Logo)	154,726	04/18/22
Traxx	2,268,450	08/10/99
Lipstixx	2,236,659	04/06/99
Katie's Kloset	1,955,166	02/06/96
Waterfalls	1,326,004	03/19/85
For Her Alone	1,308,122	12/04/84
The Specialty House	1,248,445	08/16/83
Shannon's Secrets	2,042,698	03/11/97
Malarkey	1,758,478	03/16/93

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, HONEY FASHIONS, LTD., a corporation formed under the laws of New York, located at 240 Grumman Road West, Bethpage, New York 11714 ("Company"), has adopted, used and is using, or intends to use, the marks shown in the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Company is obligated to Century Business Credit Corporation ("Century") located at 119 West 40th Street, New York, New York, 10018 pursuant to (i) a certain Factoring Agreement, dated as of the date hereof, between Century and Company, and (ii) a certain Trademark Collateral Security Agreement, dated as of the date hereof, made by Company in favor of Century (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, Company is granting to Century a security interest in the Marks, the goodwill associated with the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Company does hereby assign unto Century and grant to Century a security interest in and to the Marks, together with the goodwill associated with the Marks, and registrations and applications therefor, which security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

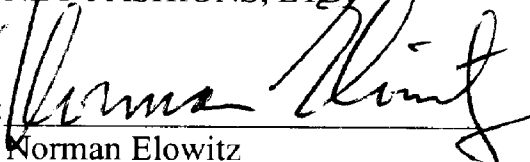
Company expressly acknowledges and affirms that the rights and remedies of Century with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: New York, New York
August 18, 2000

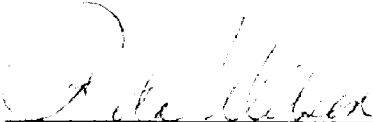
Witness:



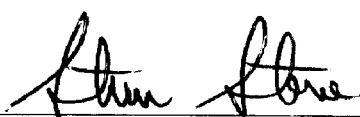
HONEY FASHIONS, LTD.

By: 
Norman Elowitz
President

Witness:



CENTURY BUSINESS CREDIT CORPORATION

By: 
Name: Steven Stone
Title: Sr. Vice President

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

On this 15 day of August, 2000, before me personally came Norman Elowitz, to me known, who, being by me duly sworn, did depose and say that he is the President of HONEY FASHIONS, LTD., the corporation described in and which executed the foregoing instrument; and that he was authorized to sign his name thereto on behalf of said corporation.



Notary Public

LOUKIA HARRIS
Notary Public, State of New York
No. 01HA4995575
Qualified in Nassau County
Commission Expires April 27, 2002

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

On this 15 day of August, 2000, before me personally came Steven Stone, to me known, who, being by me duly sworn, did depose and say that he is the SVP of Century Business Credit Corporation, the corporation described in and which executed the foregoing instrument; and that he was authorized to sign his name thereto on behalf of said corporation.



Notary Public

LOUKIA HARRIS
Notary Public, State of New York
No. 01HA4995575
Qualified in Nassau County
Commission Expires April 27, 2002