

10-19-00 7

11-07-2000



Docket No.:

015390/0034

Tab settings

To the Honorable Commissioner of Patents

101507776

Attached original documents or copy thereof.

1. Name of conveying party(ies):

**MAIMYE BROTHERS, INC.**

- Individual(s)
- General Partnership
- Corporation-State **NEW JERSEY**
- Other

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Association
- Limited Partnership
- Merger
- Change of Name

Execution Date: **SEPTEMBER 28, 2000**

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

Name: **The CIT Group/Commercial Services, Inc.**

Internal Address:

Street Address: **1211 AVENUE OF THE AMERICAS**

City: **NEW YORK** State: **NY** ZIP: **10036**

- 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  No  
(Designations must be a separate document from Additional name(s) & address(es)  Yes  No

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

A. Trademark Application No.(s)

**NONE**

Additional numbers

B. Trademark Registration No.(s)

**SEE ATTACHED SCHEDULE**

**74150637**

Yes  No

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

Name: **PAULA A. JUERGENSEN**

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:.....

**26**

7. Total fee (37 CFR 3.41):.....\$ **\$665.00**

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

**SCHULTE ROTH & ZABEL LLP - 500675**

DO NOT USE THIS SPACE

11/07/2000 DBYFNE 00000076 500675 74150637  
01 FC:481 40.00 EH  
02 FC:482 625.00 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.

**PAULA A. JUERGENSEN**

Name of Person Signing

Signature

**OCTOBER 19, 2000**

Date

Total number of pages including cover sheet, attachments, and

**5**

**TRADEMARK**

**REEL: 002168 FRAME: 0523**

SCHEDULE 1A TO COLLATERAL ASSIGNMENT FOR SECURITY  
(TRADEMARKS AND TRADEMARK APPLICATIONS)

<u>Owner</u>	<u>Trademark</u>	<u>SERIAL #</u> <u>APPL.</u>	<u>REG. #</u>	<u>DATE</u> <u>FILED</u>	<u>REG.</u> <u>DATE</u>	<u>FORCE OF</u> <u>REGISTRATION</u> <u>YEARS</u>
ACC, Inc.	AMERICAN CHARACTER CLASSICS	74/150,637	1,712,731	03/25/1991	09/01/1992	10
MBI	AMERICAN PRINCESS	74/150,636	1,773,670	03/25/1991	05/25/1993	10
Maka Ent. LTD	CLASSICS BY YOUNGLAND	74/200,850	1,797,074	09/05/1991	10/05/1993	10
Offspring, Inc.	DESIGN OF BABY FACE		1,476,044	02/09/1988	02/09/1988	10
MBI	EVERY COLOR GOES W/EVERY COLOR	75/142,619	2,124,404	07/31/1996	12/23/1997	10
MBI	GIRLTOWN-RENEWED 2/28/81	85,485	711,898	02/28/1961	02/28/1981	20
MBI	GIRLTOWN(HIP BAGS)	74/143,794	1,674,240	03/04/1991	02/04/1992	10
MBI	GIRLTOWN(CAPS)	74/072,482	1,654,381	06/25/1990	08/20/1991	10
MBI	GOLDIGGERS	268,633	1,196,869	07/01/1980	06/01/1982	20
MBI	HANDY DANDY		1,303,895	10/24/1983	11/06/1984	20
MBI	IRENE CHARLES	474,833	1,342,827	04/09/1984	06/18/1985	20
MBI	JET SET-RENEWAL 2/20/99	73/140,179	1,113,669	09/06/1977	02/20/1999	10
MBI	JET SET BABIES	74/139,274	1,667,695	02/15/1991	12/10/1991	10
MBI	JET SET BOYZ	74/329,754	1,832,283	11/06/1992	04/19/1994	10
MBI	JET SET COOL KIDS CLOTHES	74/331,371	1,826,980	11/16/1992	03/15/1994	10
MBI	JET SET EXPRESS	73/812,107	1,743,235	07/12/1989	12/29/1992	10
MBI	JET SET KIDS	74/329,752	1,795,087	11/06/1992	09/28/1993	10
MBI	JET SET WET	74/086,818	1,646,125	08/10/1990	05/28/1991	10
MBI	JOIN THE CLUB	762,239	1,542,679	11/07/1988	06/06/1989	20
MBI	JSBK BASICS	74/250,054	1,798,767	02/26/1992	10/12/1993	10
MBI	MAMBRO-RENEWED 9/25/82	126,242	738,273	08/18/1961	09/25/1982	20
Offspring, Inc.	OFFSPRING	73/818,698	1,611,341	08/11/1989	08/28/1990	10
MBI	RHYMING KOMPERS	74/346,215	1,822,852	01/07/1993	02/22/1994	0
MBI	TEDDY & CO.	74/686,446	2,076,196	06/01/1995	07/01/1997	0
MBI	WE BELIEVE THAT...	762,238	1,559,921	11/07/1988	10/10/1989	10
MBI	YOUNG GIRLTOWN	74/076,283	1,693,133	07/09/1990	06/09/1992	0

COLLATERAL ASSIGNMENT FOR SECURITY

(TRADEMARKS)

WHEREAS, Maimye Brothers, Inc (the "Assignor") has adopted, used and is using the trademarks and service marks listed on the annexed Schedule 1A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Assignor, has entered into a Security Agreement dated September 28, 2000 (the "Security Agreement") in favor of THE CIT GROUP/COMMERCIAL SERVICES, INC., as agent for certain lenders (the "Assignee");

WHEREAS, pursuant to the Security Agreement, the Assignor has assigned to the Assignee and granted to the Assignee a continuing security interest in all right, title and interest of the Assignor in, to and under the Trademarks together with the good-will of the business symbolized by the Trademarks 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, the Assignor does hereby convey, sell, assign, transfer and set over unto the Assignee and grants to the Assignee a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.

The Assignor does hereby further acknowledge and affirm that the rights and remedies of the Assignee with respect to the Collateral 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.

IN WITNESS WHEREOF, the Assignor has caused this Collateral Assignment to be duly executed by its officer thereunto duly authorized as of September 28, 2000.

MAMIYE BROTHERS INC

By: 

Name: Hyman Mamiye

Title: V.P.

STATE OF NEW YORK

SS.:

COUNTY OF NEW YORK

On this 27<sup>th</sup> day of September, 2000 before me personally came Hyman Maniye, to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that he is the Vice-President of Maniye Brothers, Inc., a P.S. corporation, and that he executed the foregoing instrument in the firm name of Maniye Brothers Inc., and that he had authority to sign the same, and he acknowledged to me that he executed the same as the act and deed of said firm for the uses and purposes therein mentioned.



**JEANETTE ARIOLA**  
Notary Public, State of New York  
No. 01AR4798015  
Qualified in Queens County  
Certificate Filed in New York County  
Commission Expires Dec. 31, 2001

SCHEDULE 1A TO COLLATERAL ASSIGNMENT FOR SECURITY  
(TRADEMARKS AND TRADEMARK APPLICATIONS)

<u>Owner</u>	<u>Trademark</u>	<u>SERIAL #</u> <u>APPL.</u>	<u>REG. #</u>	<u>DATE</u> <u>FILED</u>	<u>REG.</u> <u>DATE</u>	<u>FORCE OF</u> <u>REGISTRATION</u> <u>YEARS</u>
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Maka Ent. LTD	CLASSICS BY YOUNGLAND	74/200,850	1,797,074	09/05/1991	10/05/1993	10
Offspring, Inc.	DESIGN OF BABY FACE		1,476,044	02/09/1988	02/09/1988	15
Offspring, Inc.	DESIGN OF BABY FACE-CANADIAN		375,786	11/16/1990	11/16/1990	15
MBI	EVERY COLOR GOES W/EVERY COLOR	75/142,619	2,124,404	07/31/1996	12/23/1997	10
MBI	GIRLTOWN-RENEWED 2/28/81	85,485	711,898	02/28/1961	02/28/1981	20
MBI	GIRLTOWN(HIP BAGS)	74/143,794	1,674,240	03/04/1991	02/04/1992	10
MBI	GIRLTOWN(CAPS)	74/072,482	1,654,381	06/25/1990	08/20/1991	10
MBI	GOLDIGGERS	268,633	1,196,869	07/01/1980	06/01/1982	20
MBI	HANDY DANDY		1,303,895	10/24/1983	11/06/1984	20
MBI	IN A FLASH-CANADIAN		TMA372,430	08/24/1990	08/24/1990	5
MBI	IRENE CHARLES	474,833	1,342,827	04/09/1984	06/18/1985	20
MBI	JET SET-RENEWAL 2/20/99	73/140,179	1,113,669	09/06/1977	02/20/1999	0
MBI	JET SET-HONG KONG		B05,632/1997	05/06/1994	05/06/1994	7
MBI	JET SET-CANADIAN		TMA384,142	05/10/1991	05/10/1991	5
	JET SET-PUERTO RICO		28,023	09/11/1987	03/24/1988	10
MBI	JET SET BABIES	74/139,274	1,667,695	02/15/1991	12/10/1991	10
MBI	JET SET BOYZ	74/329,754	1,832,283	11/06/1992	04/19/1994	10
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MBI	JOIN THE CLUB	762,239	1,542,679	11/07/1988	06/06/1989	20
MBI	JOIN THE CLUB-CANADIAN		TMA385,069	05/31/1991	05/31/1991	15
MBI	JSBK BASICS	74/250,054	1,798,767	02/26/1992	10/12/1993	10
MBI	MAMBRO-RENEWED 9/25/82	126,242	738,273	08/18/1961	09/25/1982	20
Offspring, Inc.	OFFSPRING	73/818,698	1,611,341	08/11/1989	08/28/1990	10
Offspring, Inc.	OFFSPRING-CANADIAN		369,509	06/15/1990	06/15/1990	15
MBI	RHYMING ROMPERS	74/346,215	1,822,852	01/07/1993	02/22/1994	10
MBI	TEDDY & CO.	74/686,446	2,076,196	06/01/1995	07/01/1997	10
MBI	WE BELIEVE THAT...	762,238	1,559,921	11/07/1988	10/10/1989	20
MBI	YOUNG GIRLTOWN	74/076,283	1,693,133	07/09/1990	06/09/1992	10

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October 19, 2000

## EXPRESS MAIL

Commissioner of Patents and Trademarks  
Box Assignments  
Washington, DC 20231

Re: Recordation of  
Collateral Assignment For Security (Trademarks)  
Our Reference: The CIT Group - 015390/0034

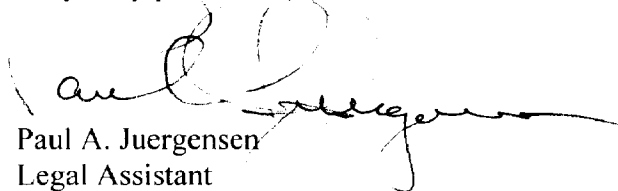
Dear Sir or Madam:

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

We authorize the deduction from Schulte Roth & Zabel LLP's Deposit Account No. 500675 of \$665.00, 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 acknowledge your receipt of this filing.

Very truly yours,

  
Paul A. Juergensen  
Legal Assistant

Enclosures

cc: Ms. Joanne Rosello

2031583.1

RECORDED: 10/19/2000

TRADEMARK  
REEL: 002168 FRAME: 0528