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PATENT & TRADEMARK OFFICE

01-16-2001



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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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
- Merger
- Change of Name
- Other _____

Effective Date
Month Day Year
01 05 01

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
01 05 01

Name Fleet National Bank, N.A.

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 Color-Tex Sales, LLC - a Joseph H. Goldman Company

DBA/AKA/TA _____

Composed of _____

Address (line 1) 28 Damrell Street

Address (line 2) _____

Address (line 3) Boston Massachusetts 02127
City State/Country Zip Code

- Individual General Partnership Limited Partnership Corporation Association
- Other limited liability company
- Citizenship/State of Incorporation/Organization Massachusetts

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.)

01/16/2001 DNGUYEN 00000063 2192944

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 25.00 OP

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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

TRADEMARK
REEL: 002213 FRAME: 0041

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" value="2,192,944"/>	<input type="text" value="2,004,085"/>	<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"/>	<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.)

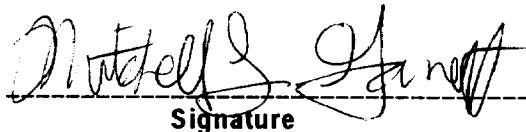
Deposit Account Number: #

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.

Mitchell L. Garrett
Name of Person Signing



Signature

8 January 2001
Date Signed

ASSIGNMENT OF INTEREST IN
TRADEMARKS AND TRADEMARK APPLICATIONS

ASSIGNMENT made as of this 5th day of January, 2001, by and between FLEET NATIONAL BANK, a national banking association (“Assignor”), having an office at 100 Federal Street, Boston, MA 02110, and COLOR-TEX SALES, LLC – A JOSEPH H. GOLDMAN COMPANY, a Massachusetts limited liability company (“Assignee”), having its chief executive office at 28 Damrell Street, Boston, MA 02127

W I T N E S S E T H

WHEREAS, Color-Tex International, Inc., a Delaware corporation (“CTI”), entered into a Trademark Collateral Assignment and Security Agreement, dated as of June 7, 2000 (the “Agreement”) with the Assignor, with respect to certain trademarks and trademark applications as more particularly set forth and described in Exhibit A annexed hereto and made a part hereof; and

WHEREAS, Assignor desires to transfer and assign to Assignee all of CTI’s right, title and interest in and to such trademarks and trademark applications;

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby grant, transfer, assign, convey and set over to Assignee, its successors, assigns and legal representatives, all of the right, title and interest of CTI in and to the trademarks and trademark applications set forth and described in Exhibit A annexed hereto, 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, and all reissues, divisions, continuations, extensions and renewals thereof, the goodwill of the business symbolized by each of the trademarks and trademark applications set forth and described in Exhibit A, and any and all proceeds of any of the foregoing, including, without limitation, licenses, royalties and proceeds of infringements suits, the right to sue for past, present and future infringements, and the right to sue for and collect the same of its own use and for the use of its successors, assigns or legal representatives. The provisions of this assignment and of the foregoing sentence are subject in all respects to that certain Secured Party Bill Of Sale dated of even date herewith by and between the parties hereto, including, without limitation, that the terms and conditions of the assignment contemplated hereby are as set forth in the Secured Party Bill Of Sale. The provisions of this assignment are further subject to that certain Trademark Collateral And Security Agreement dated as of even date herewith under which the Assignee is, among other things, granting a security interest in each of the trademarks and trademark applications set forth and described in Exhibit A to the Assignor in connection with the purchase price paid in connection with the Secured Party Bill of Sale.

IN WITNESS WHEREOF, Assignor and Assignee have duly executed this Assignment as of the date and year first above written.

FLEET NATIONAL BANK

By: *John A. McDonald*
Name: John A. McDonald
Title: SVP

ACCEPTED:

COLOR-TEX SALES, LLC - A
JOSEPH H. GOLDMAN COMPANY

By: *Joseph H. Goldman*
Name: Joseph H. Goldman
Title: Manager

Commonwealth
STATE OF Massachusetts

Suffolk, ss

January 5, 2001

On this 5th day before me, personally came John A McDonald, to me known, who being duly sworn, did depose and say that he/she is the Senior Vice President of FLEET NATIONAL BANK, the national banking association described in and which executed the foregoing instruments; and that he signed his/her name on behalf of said national banking association as his/her free act and deed.

Before me,

Katerina M. Cole
Notary Public
My Commission Expires: 6/30/06

COMMONWEALTH OF MASSACHUSETTS

Suffolk, ss

January 5, 2001

On this 5th day before me, personally came Joseph H Goldman, to me known, who being duly sworn, did depose and say that he/she is the manager of COLOR-TEX SALES, LLC – A JOSEPH H. GOLDMAN COMPANY, the limited liability company described in and which executed the foregoing instruments; and that he signed his/her name on behalf of said limited liability company as his/her free act and deed.

Before me,

Katerina M. Cole
Notary Public
My Commission Expires: 6/30/06

SCHEDULE A

Mark

Registration Number

Color-Tex International

2,192,944

Design Logo of Color-Tex International

2,004,085

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