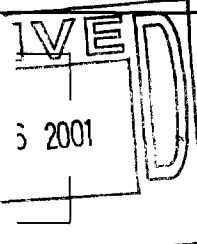


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RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

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 # \_\_\_\_\_
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Reel # \_\_\_\_\_ Frame # \_\_\_\_\_
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Conveyance Type

- Assignment  License
- Security Agreement  Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other

Effective Date  
Month Day Year  
05 02 1995

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  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.)

- Corporation  Association

Other

Citizenship/State of Incorporation/Organization

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01/24/2001 GTON11 00000110 1042953  
01 RC:481 40.00 OP  
02 RC:482 1300.00 OP

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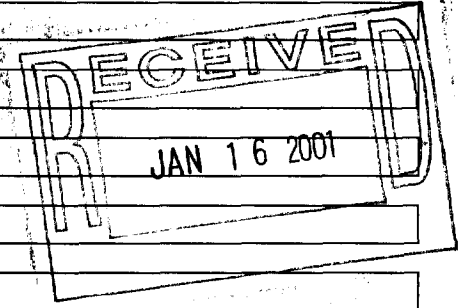
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TRADEMARK  
REEL: 002213 FRAME: 0446

**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

212-704-6000

Name  
Address (line 1)  
Address (line 2)  
Address (line 3)  
Address (line 4)

Karl M. Zielaznicki, Esq.

Jenkins & Gilchrist Parker Chapin LLP

The Chrysler Building

405 Lexington Avenue

New York, New York 10174

**Pages**

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

# 9

**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)**

See Sched. A

See Sched. A

**Number of Properties**

Enter the total number of properties involved.

# 53

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 1340.00

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:

# 500-672

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.

Karl M. Zielaznicki

Name of Person Signing

Signature

January 12, 2001

Date Signed

**Schedule A**

Continuation of Item 4:

Schedule 1(A)

GRANTOR: THE LESLIE FAY COMPANIES, INC.

A. United States Trademark Registrations:

<u>Trademark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
None.		

B. United States Trademark Applications:

<u>Trademark</u>	<u>Serial No.</u>	<u>Filing Date</u>
None.		

TRADEMARK

REEL 011 FRAME 111

GRANTOR: LESLIE FAY LICENSING CORP.

A. United States Trademark Registrations

Trademark	Reg. No.	Reg. Date
ALBERT NIPON	1,042,953	07/06/76
ALBERT NIPON	1,274,724	04/24/84
ALBERT NIPON	1,304,987	11/13/84
ALBERT NIPON	1,395,825	06/03/86
ALBERT NIPON	1,455,998	09/08/87
ALBERT NIPON	1,460,700	10/13/87
ALBERT NIPON SUITS	1,627,251	12/11/90
ANDREA GAYLE	809,322	05/31/66
BRECKENRIDGE	966,580	08/21/73
CASTLEBERRY	1,178,237	11/17/81
CASTLEBROOK	1,373,938	12/03/85
CIRCLE & HEARTS LOGO	1,201,222	07/13/82
DESIGN (BOW)	1,468,139	12/08/87
DESIGN (BOW BOTTLE DESIGN)	1,293,744	09/11/84
DESIGN (BOW DESIGN)	1,457,904	09/22/87
EVELYN PEARSON	703,288	08/23/60
EXECUTIVE DRESS BY ALBERT NIPON	1,272,857	04/03/84
GO-COAT	1,483,575	04/05/88
JOAN LESLIE	738,280	09/25/62
JOHN POMER	991,468	08/20/74
KNITIVO	1,020,579	09/16/75

TRADEMARK

REEL 011 FRAME 12

<u>Trademark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
LADY SHAPELY	1,209,838	09/21/82
LESLIE FAY	1,609,153	08/07/90
LESLIE FAY	513,305	08/09/49
LESLIE FAY SEPARATES	1,608,326	07/31/90
LESLIE J	972,438	11/06/73
LESLIE JUNIORS	817,834	11/01/66
LESLIE POMER	649,741	08/06/57
MILES & DESIGN	619,720	01/24/56
MILES & DESIGN	621,367	02/14/56
MILES & DESIGN	753,074	07/16/63
MILES & DESIGN	785,647	02/23/65
NEWCOMER	1,504,929	09/20/88
NIPON BOUTIQUE	1,147,727	02/24/81
NIPON NIGHT	1,627,250	12/11/90
NIPON PETITES	1,582,634	02/13/90
NON STOP	1,255,373	10/25/83
OUTLANDER	977,349	01/22/74
PERSONAL & DESIGN	713,546	04/04/61
SHAPELY	1,205,566	08/17/82
SHAPELY CLASSIC	762,788	01/07/64
SPITALNICK & CO.	1,342,841	06/18/85
SPORTS LTD.	813,046	08/16/66
STUART RANDOLPH	1,145,085	12/30/80
SUMMIT	1,009,974	05/06/75
WEST BAY	1,233,692	04/05/83

TRADEMARK

REEL 011 FRAME 13

Trademark

Reg. No.

Reg. Date

THEO LTD.

1,044,241

07/20/76

B. United States Trademark Applications

Trademark

Serial No.

Filing Date

None.

TRADEMARK

REEL 1011 FRAME 14

GRANTOR: SPITALNICK CORP.

A. United States Trademark Registration

<u>Trademark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
None.		

B. United States Trademark Applications

<u>Trademark</u>	<u>Serial No.</u>	<u>Filing Date</u>
None.		

TRADEMARK  
REEL 011 FRAME 15



GRANTOR: HUE, INC.

A. United States Trademark Registrations

<u>Trademark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
HOMESOCKS (Stylized)	1,548,408	07/18/89
HUE	1,250,432	09/06/83
HUES	1,219,189	12/07/82
HUE (Stylized)	1,616,214	10/02/90

B. United States Trademark Applications

<u>Trademark</u>	<u>Serial No.</u>	<u>Filing Date</u>
HUE Q	74/275,062	05/13/92
HUE M	74/275,158	05/13/92

TRADEMARK

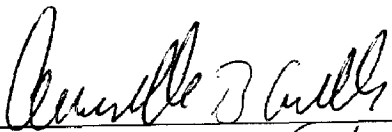
REEL 011 FRAME 16

**TRADEMARK TRANSFER AND ASSIGNMENT**

FOR VALUE RECEIVED, the undersigned, **CITIBANK, N.A.** as Collateral Agent ("Assignor"), did and hereby does sell, assign, transfer and convey to **LESLIE FAY LICENSING ENTERPRISES CORP.**, a Delaware corporation ("Assignee"), **without any representation or warranty by, or recourse to**, Assignor, all right, title and interest of Assignor in and to the trademarks arising under that certain Trademark Security Agreement dated April 28, 1993, from The Leslie Fay Companies, Inc., Leslie Fay Licensing Corp., Spitalnick Corp. and Hue, Inc. to Assignor and recorded August 13, 1993 on Reel No. 1011, Frame 109, with the United States Patent and Trademark Office, together with the goodwill of the business symbolized by said trademarks. This transfer is effective as of May 2, 1995.

IN WITNESS WHEREOF, Assignor has caused this Agreement to be signed and sealed by its duly authorized officer, as of December 13, 2000.

CITIBANK, N.A.

By:   
Name: *Stephanie B. Smith*  
Title: *Managing Director*