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FORM PTO-1584 (Rev. 5-83) REC  U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

OMB No. 0651-0011 (exp. 4/94) 101584858

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

| | |
|---|---|
| <p>1. Name of conveying party(ies): <u>Kozy Shack, Inc.</u></p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> | <p>2. Name and address of receiving party(ies)</p> <p>Name: <u>The First Savings Bank of New York, FSB</u> Internal Address: _____ Street Address: <u>1377 Motor Parkway</u> City: <u>Islandia</u> State: <u>NY</u> ZIP: <u>11788</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State _____ <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designators must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> |
| <p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input checked="" type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: _____</p> | <p>4. Application number(s) or patent number(s):</p> <p>A. Trademark Application No.(s) B. Trademark Registration No.(s) <u>See attached</u></p> <p>Additional numbers attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p> |
| <p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Tonya Chapple</u> Internal Address: <u>110 CSC</u> _____ _____ Street Address: <u>80 State St.</u> _____ City: <u>ALBANY</u> State: <u>NY</u> ZIP: <u>12207</u></p> | <p>6. Total number of applications and registrations involved: 15</p> <p>7. Total fee (37 CFR 3.41).....\$ <u>39000</u></p> <p><input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: _____</p> <p>(Attach duplicate copy of this page if paying by deposit account)</p> |
| DO NOT USE THIS SPACE | |
| <p>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.</p> <p><u>Kathy Vera</u> <u>Kathy Vera</u> Name of Person Signing Signature</p> <p>Total number of pages including cover sheet, attachments, and document: 8 Date: <u>1-16-01</u></p> | |

MAY 01-17-2001

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

01/17/2001 DNGUYEN 00000277 2352310
01 FC:481 40.00 OP
02 FC:482 350.00 OP

**TRADEMARK REGISTRATION/SERIAL
NUMBERS**

Registration No.

2352310
2142788
2082465
2131680
2045093
2115085
1457651
1225221
1199754

Serial No.

76070311
76070310
76070309
76070308
75788786
75392649

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**TRADEMARK SECURITY AGREEMENT
FOR RECORDATION**

WHEREAS, **KOZY SHACK, INC.**, a New York corporation (the "Debtor"), having its principal place of business at 50 Ludy Street, Hicksville, New York, is the owner of all right, title and interest in and to the United States trademarks and trademark applications set forth on Schedule A attached hereto;

WHEREAS, pursuant to the terms and conditions of the Trademark Security Agreement dated as of November 6, 2000 (the "Trademark Agreement") made by the Debtor in favor of **THE DIME SAVINGS BANK OF NEW YORK, FSB**, a federal savings bank, as Agent for the Lenders ("Secured Party"), the Debtor is required to grant a security interest in, and lien on, said trademarks and trademark applications to secure the obligations of the Debtor under the Second Amended and Restated Credit Agreement, dated as of November 6, 2000 (with the Trademark Agreement, the "Agreements") among the Debtor, certain other borrowers, the Lenders as are or may become a party thereto and the Secured Party, as Agent for the Lenders; and

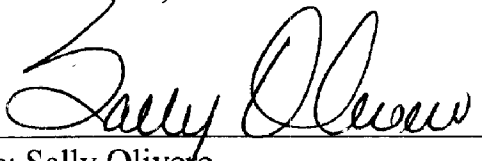
WHEREAS, the Debtor is willing to grant to Secured Party for the ratable benefit of the Lenders the security interest in and lien on the trademarks and trademark applications described above.

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, and subject to the terms and conditions of the Trademark Agreement, the Debtor hereby grants to Secured Party for the ratable benefit of the Lenders a security interest in, and a lien upon, the trademarks and trademark applications set forth in Schedule A attached hereto and recordings and applications therefor, which assignment and security interest shall secure all the Obligations (as defined in the Agreements) and in accordance with the terms and provisions thereof.

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

Nassau County, New York
November 6, 2000

KOZY SHACK, INC.

By: 
Name: Sally Olivero
Title: Chief Financial Officer

STATE OF NEW YORK

)

) ss.:

COUNTY OF NASSAU

)

On this 6th day of November, 2000 before me personally came Sally Olivero, who being duly sworn, did depose and say that she is the Chief Financial Officer of KOZY SHACK, INC., the corporation which executed the above instrument, and that she signed her name thereto pursuant to the authority granted by the Board of Directors of such corporation.

Eric R Morgenweck

Notary Public

ERIC R. MORGENWECK
Notary Public, State of New York
No. 02MO6037043
Qualified in Suffolk County
Commission Expires 02/14/2002

SCHEDULE A

| <u>Registration No.</u> | <u>Trademark</u> | <u>Registration Date</u> |
|-------------------------|-------------------|--------------------------|
| 2352310 | It Takes You Back | May 23, 2000 |
| 2142788 | Kozy Shack Lite | March 10, 1998 |
| 2082465 | Design | July 22, 1997 |
| 2131680 | Design | January 27, 1998 |
| 2045093 | Kozy | March 11, 1997 |
| 2115085 | Kozy | November 25, 1997 |
| 1457651 | LeBar | September 15, 1987 |
| 1225221 | Kozy Shack | January 25, 1983 |
| 1199754 | Kozy Shack | June 29, 1982 |

| <u>Serial No.</u> | <u>Trademark</u> | <u>Filing Date</u> |
|-------------------|--------------------------------------|--------------------|
| 76070311 | Discoveries From Around The World | June 13, 2000 |
| 76070310 | Design | June 13, 2000 |
| 76070309 | Sabrina's | June 13, 2000 |
| 76070308 | Sabrina's | June 13, 2000 |
| 75788786 | El Sabor Lo Dice Todo | August 20, 1999 |
| 75392649 | Better Than Homemade | November 19, 1997 |

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NUMBERS**

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