

08-16-2001



Form PTO-1594 (Rev. 6-93)

REC

HEET

U.S. DEPARTMENT OF COMMERCE

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

101812536

Patent and Trademark Office

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

1. Name of conveying party(ies):  
 Bankers Trust Company, as Collateral  
 Agent, for the benefit of the Secured Creditors  
 8-6-01

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation: State of New York  
 Other \_\_\_\_\_

2. Name and address of receiving party(ies):  
 Bentley's Luggage Corp.  
 3353 N.W. 74<sup>th</sup> Avenue  
 Miami, Florida 33122  
 - 6 2001

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation: State of Florida  
 Other \_\_\_\_\_

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

3. Nature of conveyance:

Assignment                       Merger  
 Security Agreement               Change of Name  
 Other Release of Security Interest  
 Execution Date: April 13, 2001

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)

4. Application number(s) or trademark number(s), and identification or description of the mark(s):

<p>A. Trademark Application No(s). and description</p>	<p>B. Trademark Registration No(s). and description          Registration 1,468,666 - BENTLEY'S LUGGAGE &amp; GIFTS          Registration 1,382,328 - MARK PHILLIP          Registration 1,278,051 - MIDNITE          Registration 1,294,253 - MIRAGE          Registration 1,149,821 - BENTLEY'S &amp; DESIGN</p>
--	--

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

Colleen M. Sarenpa  
 FAEGRE & BENSON LLP  
 2200 Wells Fargo Center  
 90 South Seventh Street  
 Minneapolis, MN 55402-3901  
 612/766-6822

6. Total number of applications and registrations involved: 05

08/16/2001 LMUELLER 00000002 1468666

01 FC:481	40.00 DP
02 FC:482	100.00 DP

7. Total fee (37 CFR 3.41) ..... \$140.00

Enclosed through credit card payment  
 Authorized to be charged to deposit account for underpayment

8. Deposit Account number: 06-0029

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.*

Colleen M. Sarenpa  
 Name of person signing

Signature

August 2,  
July 11, 2001  
 Date

Total number of pages including cover sheet, attachments, and document: \_\_\_\_\_

Mail documents to be recorded with required cover sheet information to:  
 Director - U.S. Patent and Trademark Office, Box Assignments  
 Washington, D.C. 20231

TRADEMARK  
 REEL: 002348 FRAME: 0527

## **RELEASE**

This RELEASE is given as of this 13<sup>th</sup> day of April, 2001, by Bankers Trust Company, as Collateral Agent, for the benefit of the Secured Creditors ("Assignor"), in favor of Bentley's Luggage Corp. ("Assignee"). Except as otherwise defined herein, terms used herein shall have the meanings given to such terms in that certain Security Agreement, dated as of July 14, 1998, by and between Assignor and Assignee (the "Security Agreement").

**WHEREAS**, pursuant to the Security Agreement, by and between Assignee and Assignor, as Collateral Agent for the benefit of the Secured Creditors, Assignee assigned and transferred unto the Collateral Agent and pledged and granted to the Collateral Agent for the benefit of the Secured Creditors, a continuing security interest of first priority (subject to Permitted Liens) in, all of the right, title and interest of Assignee in, to and under all Marks, together with the registrations and right to all renewals thereof, and the goodwill of the business of Assignee symbolized by the Marks, whether then existing or thereafter from time to time acquired, set forth on Schedule A attached hereto (collectively, the "Trademarks"), which security interest was recorded in the United States Patent and Trademark Office on July 31, 1998 at Reel 1764 / Frame 0557; and

**WHEREAS**, Assignee has fully satisfied all of its obligations under the Security Agreement and Assignor desires to release its security interest in the Trademarks.

**NOW, THEREFORE**, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby releases its security interest under the Security Agreement or otherwise in the Trademarks and reassigns any and all interest that it may have in the Trademarks to Assignee.

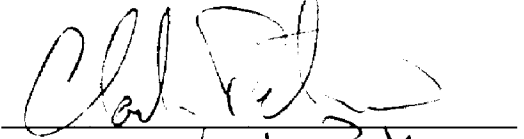
IN WITNESS WHEREOF, Assignor has caused this RELEASE to be duly executed by its officer thereunto duly authorized as of the date above first written.

**ASSIGNOR**  
**BANKERS TRUST COMPANY**

By: 

Name: Keith C. Braun

Title: Vice President

By: 

Name: Clark Peterson

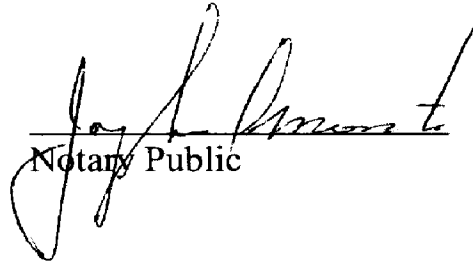
Title: Vice President

STATE OF NEW YORK )  
 ) SS.  
COUNTY OF NEW YORK )

I, a notary public, in and for the county and state aforesaid, do hereby certify that Keith C. Braun, personally known to me to be a Vice President of Bankers Trust Company, appeared before me this day in person and acknowledged that he signed the above and foregoing instrument as his free and voluntary act and as the free and voluntary act of said corporation pursuant to authority granted to him by the board of directors of said corporation for the uses and purposes therein set forth.

I, a notary public, in and for the county and state aforesaid, do hereby certify that ~~Clark L. Peterson~~, personally known to me to be a V.P. of Bankers Trust Company, appeared before me this day in person and acknowledged that he signed the above and foregoing instrument as his free and voluntary act and as the free and voluntary act of said corporation pursuant to authority granted to him by the board of directors of said corporation for the uses and purposes therein set forth.

**IN WITNESS WHEREOF**, I have hereunto set my hand and notarial seal this 13 day of April, 2001.

  
Notary Public

My commission expires: 10/31/02

**JOSEPHINE A. MONTI**  
Notary Public, State of New York  
No. 52-4519901  
Qualified in Suffolk County  
Certificate Filed in New York County  
Commission Expires October 31, 2002

**SCHEDULE A**  
**TRADEMARKS**

<b>TRADEMARK</b>	<b>REG. NO.</b>	<b>REG. DATE</b>
BENTLEY'S LUGGAGE AND GIFTS and Design	1,468,666	12/08/87, accepted 09/16/93
MARK PHILLIP	1,382,328	02/11/86, accepted 09/07/92
MIDNITE	1,278,051	05/15/84, accepted 03/22/90
MIRAGE	1,294,253	09/11/84, accepted 04/05/90
BENTLEY'S and Design	1,149,821	03/31/81, accepted 06/02/87