



Tab settings → MRD 11/19/01

101896916

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

1. Name of conveying party(ies):
TravelSmith Outfitters, Inc.
60 Leveroni Court
Novato, CA 94949

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State -California
 Other _____

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

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

Name: **Fleet National Bank**

Internal Address: _____

Street Address: 100 Federal Street

City: Boston State: MA ZIP: 02110

Individual(s) citizenship _____
 Association National Banking Association
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other _____

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)
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other *****SEE ATTACHED*****

Execution Date: May 30, 2001

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)
75/525,327
75/626,039
75/525,058

Additional numbers attached? Yes No

B. Trademark Registration No.(s)

<u>2,208,723</u>	<u>2,208,735</u>	<u>2,268,994</u>
<u>2,208,718</u>	<u>1,835,790</u>	
<u>2,314,444</u>	<u>2,260,435</u>	
<u>2,208,738</u>	<u>2,137,636</u>	
<u>2,245,573</u>	<u>1,942,987</u>	

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

Name: Terri Y. Chen

Internal Address: Wilson Sonsini Goodrich & Rosati

Street Address: 650 Page Mill Road

City: Palo Alto State: CA ZIP: 94304

6. Total number of applications and registrations involved: 14

7. Total fee (37 CFR 3.41) \$ 365

Enclosed, **plus Special Expedite Fee**\$ 120

Authorized to be charged to deposit account

8. Deposit account number:
23-2415 Attn: 13210-000
 (Attach duplicate copy of this page if paying by deposit account)

11/23/2001 DBYRNE 00000128 75525327

DO NOT USE THIS SPACE

01 FC:481 40.00 DP
02 FC:482 325.00 DP
03 FC:483 120.00 DP

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.

Terri Y. Chen
Name of Person Signing

Signature

11/16/01
Date

Total number of pages including cover sheet, attachments, and document: 6

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

RECORDATION FORM COVER SHEET ATTACHMENT

3. Nature of Conveyance

Other:

Request to Correct Nature of Conveyance, FROM Assignment TO Security Interest, to add two trademark serial numbers inadvertently omitted and to remove one serial number (74/677,779) inadvertently included on the schedule, in the document previously recorded at Reel/Frame 2317/0180

06-21-2001

Form PTD-159 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

101755690

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

Name of conveying party(ies): Travelsmith Outfitters, Inc. 60 Leveroni Court Novato, CA 94949
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: Fleet National Bank Internal Address: Street Address: 100 Federal Street City: Boston State: MA Zip: 02110
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other
Execution Date: May 30, 2001

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 75-525,327

5. Name and address of party to whom correspondence concerning document should be mailed: Name: John Siciliano, Esq. Internal Address: Street Address: Bingham Dana LLP 150 Federal Street City: Boston State: MA Zip: 02110

6. Total number of applications and registrations involved: 14
7. Total fee (37 CFR 3.41): \$ 560.00 Enclosed Authorized to be charged to deposit account
B. Deposit account number: (Attach duplicate copy of this page if paying by deposit account)

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. John J. Siciliano

Signature of John J. Siciliano dated 6/13/01

Vertical stamp: JUN 15 2001 PATENT & TRADEMARK OFFICE

FC:481 FC:482

40.00 350.00

Total number of pages including cover sheet, attachments, and documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

Vertical stamp: REFUND REF 06/28/2001 CHECK REFUND TOTAL

TRADEMARK REEL: 002317 FRAME: 0180

TRADEMARK REEL: 002373 FRAME: 0573

SCHEDULE 1

MARK	REGISTRATION NO.	REGISTRATION DATE
Carefree Travel Blouse	75-525,327	Pending
Fjord Fleece	75-361,633	
* Hands Off Handbag	75-512,524 *	
Long-Distance	75-626,039	Pending
Long-Distance	75-625,893	Pending
Not-Quite-Tights	75-362,500	December 8, 1998
Packable Explorer's Pants	75-361,647	May 18, 1999
Paseo	75-525,058	
Travel Denim	75-362,246	December 8, 1998
TravelSmith	74-309,337	May 10, 1994
The Indispensible Black Travel Dress	75-361,640	July 13, 1999
* The Ultimate Sweater	74-677,779 *	February 17, 1998
Design only	74-635,685	December 19, 1995
Island Breeze	75-512,524	August 10, 1999

* Wrong serial
Correct number
is 75/361,375
(Reg. No.
2,208,718)

* Omit this serial.
Correct number
for THE ULTIMATE
SWEATER is 74/677,784
(Reg. No. 2,137,636)

NOTICE OF SECURITY INTEREST**(IN U.S. TRADEMARKS)**

WHEREAS, TRAVELSMITH OUTFITTERS, INC., a California corporation (herein referred to as "Assignor"), has adopted, used and is using the trademarks listed on the annexed Schedule 1, which trademarks are registered in the United States Patent and Trademark Office, or are applications pending in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, Assignor is obligated to Fleet National Bank (herein referred to as "Assignee"), as agent for itself and for the ratable benefit of the financial institutions party from time to time to the Third Amended and Restated Loan Agreement dated as of August 24, 1998 (as amended, the "Loan Agreement") and has entered into a Trademark, Patent and Copyright Security Agreement dated July 27, 2000, (the "Agreement") with Assignee; and

WHEREAS, pursuant to the Agreement, Assignor has granted to Assignee a security interest in, and mortgage on, all right, title and interest of Assignor in and to the Trademarks, together with the goodwill 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 for the full term of the Trademarks (the "Collateral"), to secure the payment, performance and observance of the Obligations, as defined in the Loan Agreement (or any guaranty thereof), now or hereafter owing by the Assignor.

NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby grant to Assignee a security interest in, and mortgage on, the Collateral to secure the prompt

BUSDOCS:999958.1

TRADEMARK
REEL: 002317 FRAME: 0182TRADEMARK
REEL: 002373 FRAME: 0575

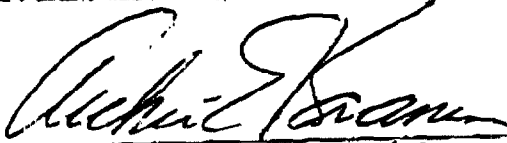
payment, performance and observance of the Obligations (or any guaranty thereof) now or hereafter owing by the Assignor.

Assignor does hereby further acknowledge and affirm that the rights and remedies of Assignee with respect to the grant of security interest in and mortgage on the Collateral made and granted hereby are more fully set forth in the Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

Assignee's address is 100 Federal Street, Boston, Massachusetts 02110.

IN WITNESS WHEREOF, Assignor has caused this Notice of Security Interest to be duly executed by its officer thereunto duly authorized as of the 30th day of May, 2001.

TRAVELSMITH OUTFITTERS, INC.

By: 
Name: ARCHIE E. KOVANEN
Title: CHIEF FINANCIAL OFFICER

State CA OF CA)

COUNTY OF Marin)

On this 30th day of May, 2001, before me appeared Archie E. Kovanen to me personally known, who, being by me duly sworn, did depose and say that he is the Chief Financial Officer of TRAVELSMITH OUTFITTERS, INC., the corporation named in and which executed the foregoing instrument; that being duly authorized he did execute the foregoing instrument on behalf of the corporation therein named; and that the foregoing instrument is the free and authorized act and deed of said corporation.

Notary Public Geoffrey A. Ruch
My commission expires: 5-19-04
(Seal)

