

07-16-2002

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Form PTO-1594

(Rev. 03/01)

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DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

Filene's Basement, Inc.

6-20-02

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: June 11, 2002

2. Name and address of receiving party(ies)

Name: Cerberus Partners, L.P.

Internal

Address:

Street Address: 425 Park Avenue, 28th Floor

City: New York State: NY Zip: 10022

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership Delaware
- Corporation-State
- Other L.L.C.

If assignee is not domiciled in the United States, domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

TRADEMARK FEE PROCESS RECEIVED
2002 JUN 20 A 9:08
US PATENT & TRADEMARK OFFICE

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

A. Trademark Application No.(s) See attached schedule

B. Trademark Registration No.(s) see attached s schedule

Additional number(s) attached Yes No

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

Name: Scott M. Kareff, Esq.

Internal Address: Schulte, Roth & Zabel LLP

Street Address: 919 Third Avenue

City: New York State: NY Zip: 10022

6. Total number of applications and registrations involved:

29

7. Total fee (37 CFR 3.41) \$ 740.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

500675 - Schulte, Roth & Zabel

DO NOT USE THIS SPACE

9. Signature.

Scott M. Kareff, Esq.

Name of Person Signing

Signature

June 17, 2002

Date

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

07/15/2002 LMUELLER 00000071 1682300

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

01 FC:481
02 FC:482

40.00 OP
700.00 OP

TRADEMARK
REEL: 002543 FRAME: 0612

SCHEDULE

A. REGISTERED FEDERAL AND STATE TRADEMARKS AND SERVICE MARKS

MARK	REGISTRATION NUMBER	REGISTRATION DATE
ALFREDO	1,682,300	4/7/92
AUTOMATIC BARGAIN BASEMENT	29202 (Massachusetts)	3/8/79
AUTOMATIC MARKDOWN PLAN	29203 (Massachusetts)	3/8/79
AUTOMATIC MARKDOWN PLAN	64015 (New Hampshire)	12/3/81
BASIC GEAR	1,526,992	2/28/89
BASIC GEAR	1,529,807	3/14/89
BOSTON CLIPPER ESTABLISHED 1983	1,379,255	1/21/86
BOSTON CLIPPER QUALITY & TRADITION	1,453,285	8/18/87
FILENE'S BASEMENT (and Design)	029,200 (Massachusetts)	3/8/79
FILENE'S BASEMENT (and Design)	64016 (New Hampshire)	12/3/81
FILENE'S BASEMENT OF BOSTON	1,280,220	5/29/84
FILENE'S BASEMENT OF BOSTON	1,325,824	3/19/85
GLOBAL VIEW	1,521,882	1/24/89
GLOBAL VIEW	1,524,651	2/14/89
KENNETH MOORE COLLECTION	1,310,162	12/18/84
LAUREN ALLEN	1,522,736	1/31/89
ML STUDIO	1,524,649	2/14/89
MULTITHERM	1,521,807	1/24/89
RICHARDS & JONES	1,523,624	2/7/89
ROBERT WOODS LTD.	1,334,395	5/7/85
SADDLES	1,733,150	11/17/92
THE VACATION OUTLET	1,519,447	1/3/89
WRAPPERS (and Design)	870713 (Rhode Island)	7/24/87

B. FEDERAL AND STATE TRADEMARK AND SERVICE MARK APPLICATIONS

MARK	SERIAL NUMBER	FILING DATE
A GREAT VALUE NEVER GOES OUT OF STYLE	76/220,800	3/6/01
AISLE 3	75/570,516	10/14/98
CURRIER & BRANCH	76/224,939	3/14/01
ISPLURGE	75/774,454	8/12/99
ISPLURGE.COM	75/775,744	8/12/99
THE BASEMENT	76/276,810	6/26/01

ASSIGNMENT FOR SECURITY

TRADEMARKS

WHEREAS, Filene's Basement, Inc., a Delaware corporation (the "Assignor") has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on the annexed Schedule 1A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Assignor, has entered into a Security Agreement, dated June 11, 2002 (the "Security Agreement"), in favor of Cerberus Partners, L.P., as agent for certain lenders under the Financing Agreement (the "Assignee");

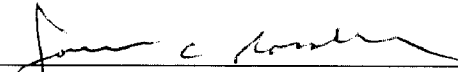
WHEREAS, pursuant to the Security Agreement, the Assignor has assigned to the Assignee and granted to the Assignee for the benefit of the lenders a continuing security interest in all right, title and interest of the Assignor in, to and under the Trademarks, together with, among other things, the good-will 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 and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the Obligations (as defined in the Security Agreement);

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor does hereby pledge, convey, sell, assign, transfer and set over unto the Assignee and grants to the Assignee for the benefit of the lenders a continuing security interest in the Collateral to secure the prompt payment, performance and for the benefit of the lenders observance of the Obligations.

The Assignor does hereby further acknowledge and affirm that the rights and remedies of the Assignee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

IN WITNESS WHEREOF, the Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of June 11, 2002.

FILENE'S BASEMENT, INC.

By:  _____

Name:

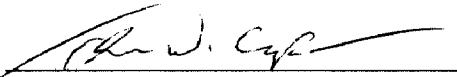
Title:

STATE OF NEW YORK

ss.:

COUNTY OF NEW YORK

On this 11th day of June, 2002, before me personally came John C. Rossler, to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that he is the Vice Chairman of Filene's Basement, Inc., a Delaware corporation, and that he executed the foregoing instrument in the firm name of Filene's Basement, Inc., and that he had authority to sign the same, and he acknowledged to me that he executed the same as the act and deed of said firm for the uses and purposes therein mentioned.

By: 

THOMAS W. CAPLIS
Notary Public, State of New York
No. 01CA6024777
Qualified in New York County
Commission Expires May 17, 2003

SCHEDULE 1A TO ASSIGNMENT FOR SECURITY

TRADEMARKS AND TRADEMARK APPLICATIONS

Filene's Basement, Inc. fka Base Acquisition Corp.

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