

08-21-2002



Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

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

WUPID 8-19-02

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

1. Name of conveying party(ies):

CFC Holdings, LLC dba California Feather Company

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: July 19, 2002

2. Name and address of receiving party(ies)

Name: The CIT Group/Commercial Services, Inc.

Internal Address:

Street Address: 300 South Grand Avenue

City: Los Angeles State: CA Zip: 90007

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State New York 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

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

A. Trademark Application No.(s) 75/934,804 76/352,663 76/368,459

B. Trademark Registration No.(s) 2,574,673

Additional number(s) attached Yes No

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

Name: Deborah L. Scudder

Internal Address:

Street Address: 235 N. Edgeworth Street

City: Greensboro State: NC Zip: 27401

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41): \$ 115.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

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.

Deborah L. Scudder Name of Person Signing

CARRUTHERS & ROTH, P.A. By: Signature

August 14, 2002 Date

Total number of pages including cover sheet, attachments, and document: 3

08/21/2002 TDIAZI 0000039 75934804

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

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TRADEMARK REEL: 002566 FRAME: 0044

TRADEMARK ASSIGNMENT

WHEREAS, CFC HOLDINGS, LLC DBA CALIFORNIA FEATHER COMPANY, a California limited liability company, having offices at 11842 South Alameda Street, Lynwood, California 90262 and 1880 Century Park East, Suite 817, Los Angeles, California 90067 ("ASSIGNOR"), owns the United States trademark registrations and applications set forth in **Exhibit 1** attached hereto, and the goodwill associated therewith ("the Marks").

WHEREAS, the Marks constituted a portion of the collateral (the "**Collateral**") securing Assignor's obligations to THE CIT GROUP/COMMERCIAL SERVICES, INC. ("**Assignee**"), a New York corporation having offices at 300 South Grand Avenue, Los Angeles, California 90071;

WHEREAS, Assignor defaulted on its obligations to Assignee and in order to facilitate an orderly disposition of the Collateral has surrendered possession of the Collateral to Assignee;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, ASSIGNOR hereby assigns, sells, transfers, and conveys to ASSIGNEE all right, title and interest in and to said Marks, together with the goodwill associated therewith, and any and all claims and demands at law or in equity that ASSIGNOR now has or may hereafter acquire on account of any infringement of the Marks prior to the date hereof.

Signed at Los Angeles, CA, this 19th day of July, 2002.

CFC HOLDINGS, LLC
By: [Signature]
Scott Chaplan, Manager/President

STATE OF CALIFORNIA)
) ss:
COUNTY OF Los Angeles)

On this 19 day of July, 2002, before the undersigned, a Notary Public for the State and County aforesaid, personally appeared SCOTT Chaplan, known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the above assignment, and acknowledged that he/she executed the same.

[Signature]
Notary Public

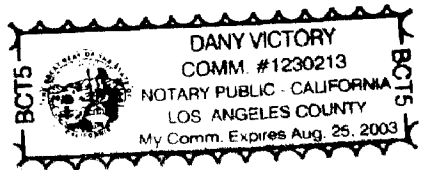


EXHIBIT 1

UNITED STATES TRADEMARKS

<u>MARK</u>	<u>SERIAL NO./ REGISTRATION NO.</u>	<u>STATUS</u>
1. CALIFORNIA CLEAN	Serial No. 75/934,804	Pending application
2. CALIFORNIA FEATHER CO.	Registration No. 2,574,673	Registered mark
3. DOWN IN A BAG	Serial No. 76/352,663	Pending application
4. DOWN IN A BOX	Serial No. 76/368,459	Pending application