

09-03-2002

KL Ref. No.: 055442/00002



RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

102209649

Office of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies)
The Casual Male, Inc.

18-27-02

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

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

2. Name and address of receiving party(ies)
Name: **Designs, Inc.**

Internal Address:
Street Address: **66 B Street**

City: **Needham** State: **MA** Zip: **024**

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

OFFICE OF PUBLIC RECORDS
2002 AUG 27 AM 10:42
FINANCE SECTION

3. Nature of conveyance:
 Assignment
 Security Agreement
 Merger
 Change of Name
 Other

Execution Date: **05/14/02**

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s) _____ B. Trademark Registration No.(s) **2,415,558**

Additional numbers attached? Yes No (see attached continuation sheet)

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: **Peter Smith, Esq.**
Internal Address: **Kramer Levin Naftalis & Frankel LLP**
Street Address: **919 Third Avenue**
City: **New York** State: **New York** Zip: **10022**

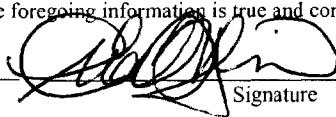
6. Total number of applications and registrations involved..... **14**

7. Total fee (37 CFR 3.41) **\$365.00**
 Enclosed
 Authorized to be charged to deposit account # **50-0540**

8. Deposit account number: **50-0540**
(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.

Erica Klein, Esq.  **8/27/2002**

Name of Person Signing _____ Signature _____ Date _____

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

Do not detach this portion

09/30/2002 TDIAZ1 00000154 2415558 Mail documents to be recorded with required cover sheet information to:

01 FC:481 40.00 OP
02 FC:482 325.00 OP

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

RFCST.PTO

**RECORDATION FORM COVER SHEET
CONTINUATION SHEET**

ITEM 4. APPLICATION NUMBER (s) OR REGISTRATION NUMBER (s):

(assigned from The Casual Male, Inc.)

UNITED STATES TRADEMARK REGISTRATIONS

<u>MARK</u>	<u>REGISTRATION NUMBER</u>
B&T FACTORY STORE & design	2443351
BIG & TALL (SM)	1553379 (Supp.)
BIG & TALL CASUAL MALE & design	2080852
CASUAL MALE	2198042
CASUAL MALE BIG & TALL	2036883
CASUAL MALE BIG & TALL & design	2080851
GRADE A JEANS	2490404
THINK BIG (SM)	2324049
THINK BIG! (stylized)	1751349

UNITED STATES TRADEMARK APPLICATIONS

<u>MARK</u>	<u>APPLICATION NUMBER</u>
GRANDE CENTRAL BIG & TALL CLOTHING CO.	75/456406
THINK BIG	75/806864
THINK BIG (stylized)	75/641558
WAIST-RELAXER	76/310647

TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT entered into and effective as of May 14th, 2002, is by and between The Casual Male, Inc., a Massachusetts corporation located at 555 Turnpike Road, Canton, Massachusetts 02021 ("Assignor"), and Designs, Inc., a Delaware corporation located at 66 B Street, Needham, Massachusetts 02494 ("Assignee").

WHEREAS, to the knowledge of Assignor, Assignor owns or holds valid rights to use the trademarks and service marks set forth on Schedule 1 (collectively, the "Marks") and is the record owner of the registrations and applications for registration for the Marks (the "Registrations"); and

WHEREAS, Assignee is desirous of acquiring and Assignor is desirous of selling all of Assignor's rights, title, and interest in and to said Marks and Registrations, together with the good will of the business and confirmation of the same;

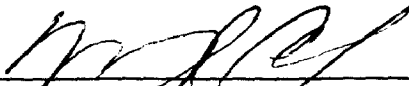
NOW, THEREFORE, subject to the terms of the Asset Purchase Agreement dated as of May 2, 2002 (the "Purchase Agreement"), by and among Buckmin Inc., Casual Male Corp. (f/k/a J.Baker, Inc.), Elm Equipment Corp., ISAB Inc., JBI Apparel Inc., JBI Holding Company Inc., JBI Inc., LP Innovations Inc., Morse Shoe Inc., Morse Shoe International Inc., Spencer Companies Inc., TCM Holding Company Inc., TCMB&T Inc., The Casual Male Inc., White Cap Footwear, Inc., JBAK Canton Realty, Inc., and WGS Corp., and Designs, Inc., and for consideration, the sufficiency of which is hereby expressly acknowledged by the parties, Assignor does, without reservation, sell, assign and transfer to Assignee all of Assignor's entire right, title and interest in and to the Marks and Registrations, including all common law rights relating thereto, together with the good will of the business symbolized by the Marks and Registrations.

Notwithstanding anything to the contrary herein, nothing herein shall modify, expand or reduce any of the party's respective rights or obligations as set forth in the Purchase Agreement and the Approval Order as such term is defined in the Purchase Agreement.

IN WITNESS WHEREOF, Assignor has caused this Trademark Assignment to be

executed by its duly authorized officer as of the date first written above.


THE CASUAL MALE, INC.

By: 
Name: MICHAEL A. O'HARA
Title: FIRST SENIOR VICE PRESIDENT
GENERAL COUNSEL & SECRETARY

State of New York)
) ss.:
County of New York

On this 14 day of May, 2002 before me appeared Michael O'Hara to me known and known to me to be First Senior VP of The Casual Male, Inc., the person described in and who executed the foregoing instrument and he acknowledged the same to be his free act and deed.

Sworn to before me this 14th day of May, 2002.


Notary Public

(Official Seal)

ROBERT P. GAMMEL
NOTARY PUBLIC, State of New York
No. 31-6004414
Qualified in New York County
Commission Expires March 23, 2006

SCHEDULE 1

(assigned from The Casual Male, Inc.)

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UNITED STATES COMMON LAW TRADEMARKS

<u>MARK</u>
GLACIER TEC
HB CLASSICS
PS PRO
PS PRO (SM)
PS PRO & design