

12-11-2002

Form 1-10-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings



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

102308500

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

1. Name of conveying party(ies): M&L International Group, LLC
Individual(s) Association General Partnership Limited Partnership
[X] Corporation-State - Delaware Other
Additional name(s) of conveying party(ies) attached? [ ] Yes [X] No

2. Name and address of receiving party(ies)
Name: GE Capital Commercial Service, Inc.
Internal
Address:
Street Address: 156 West 56th Street
City: New York State: NY Zip: 10019
Individual(s) citizenship Association General Partnership Limited Partnership
[X] 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
Execution Date: August 15, 2002

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) See attached schedules
B. Trademark Registration No.(s) See attached schedules
Additional number(s) attached [X] Yes [ ] No

6. Total number of applications and registrations involved: 9
7. Total fee (37 CFR 3.41) \$ 240.00
Enclosed Authorized to be charged to deposit account

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Stanley Seuradge
Internal Address: Schulte Roth & Zabel LLP
Street Address: 919 Third Avenue
City: New York State: N.Y. Zip: 10022

8. Deposit account number:
500675 - Schulte Roth & Zabel
(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.
Stanley Seuradge Signature Date: October 28, 2002
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 4

12/11/2002 MWELLER 00000041 500675 73061473

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: 002631 FRAME: 0115

**M&L INTL. GROUP, LLC**

<b><u>Mark</u></b>	<b><u>App.#</u></b>	<b><u>App. Dt</u></b>	<b><u>Reg. #</u></b>	<b><u>Reg. Dt</u></b>	<b><u>Classes</u></b>	<b><u>Status</u></b>
<b>ANDY JOHNS</b>	73/061,473	8/27/1975	1,060,825	3/8/1977	25	REGISTERED
<b>ANDY JOHNS</b>	73/768,708	12/12/1988	1,562,284	10/24/1989	25	REGISTERED
<b>CYBERFLEECE</b>	75/074,536	3/18/1996	2,088,371	8/12/1997	24	REGISTERED
<b>GOOD FRIENDS</b>	73/419,520	3/31/1983	1,294,492	9/11/1984	25	REGISTERED
<b>HI DIVES</b>	74/656,106	4/5/1995	1,949,265	1/16/1996	25	REGISTERED
<b>KAOS</b>	73/598,772	5/14/1986	1,419,300	12/2/1986	25	REGISTERED
<b>THE KIDS ANDY JOHNS AND DESIGN</b>	75/975,604	4/4/1995	2,045,161	3/11/1997	25	REGISTERED
<b>WINDY TRAIL</b>	74/410,688	7/9/1993	1,836,878	5/17/1994	25	REGISTERED
<b>WINNING TEAM</b>	74/254,801	3/12/1992	1,773,699	5/25/1993	25	REGISTERED

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ASSIGNMENT FOR SECURITY

TRADEMARKS

WHEREAS, M&L International Group, LLC (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 as of August 15, 2002 (the "Security Agreement"), in favor of GE Capital Commercial Service, Inc. (the "Assignee");

WHEREAS, pursuant to the Security Agreement, the Assignor has assigned to the Assignee and granted to the Assignee 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 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 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 a continuing security interest in the Collateral to secure the prompt payment, performance and 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 August 15, 2002.

M&L INTERNATIONAL GROUP, LLC

By:   
Name: Robert Almerini  
Title: Chief Financial Officer