

02-19-2003



102367348

Form PTO-1594

RF

(Rev. 10/02)

OMB No. 0651-0027 (exp. 6/30/2005)

Tab settings

U.S. 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):

Harold's Stores, Inc.

2-11-03

- 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: 02/05/03

2. Name and address of receiving party(ies)

Name: Wells Fargo Retail Finance, LLC

Internal

Address:

Street Address: One Boston Place, 18th Floor

City: Boston State: MA Zip: 02108

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

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)

1304304

B. Trademark Registration No.(s) see attached

Schedule A

Additional number(s) attached  Yes  No

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

Name: Hughes & Luce, LLP

Internal Address: Michele P. Schwartz, Esq.

Street Address: 1717 Main Street, Suite 2800

City: Dallas State: TX Zip: 75201

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

8. Deposit account number:

501343

DO NOT USE THIS SPACE

9. Signature.

Michele P. Schwartz

Name of Person Signing

Signature

February 11, 2003

Date

Total number of pages including cover sheet, attachments, and document: 9

1/14/2003 TBIAZ1 00000030 501343 1304308

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

FC:8521 40.00 CH  
FC:8522 325.00 CH

TRADEMARK  
REEL: 002672 FRAME: 0688

## SCHEDULE A

Schedule A to a Trademark Assignment of Security dated February 5, 2003, by and between HAROLD'S STORES, INC., and WELLS FARGO RETAIL FINANCE, LLC.

### TRADEMARKS

#### U. S. Registrations

<u>Item</u>	<u>Reg./App #</u>	<u>Reg./App. Date</u>	<u>Mark</u>	<u>Int. Class</u>	<u>Description of Product</u>
1	1,304,308	11/06/84	Carousel Horse Design	42	Retail store services in the field of clothing and accessories therefor
2	1,387,606	03/25/86	OLD SCHOOL	25	Men's and ladies' shirts
3	1,389,152	04/08/86	Carousel Horse Design	25	Men's and ladies' blazers and suits, men's trousers and ladies' skirts
4	1,570,438	12/05/89	OLD SCHOOL CLOTHING CO.	42	Retail store services in the field of clothing and accessories therefor
5	1,738,741	12/08/92	HAROLD'S	42	Retail clothing store services
6	1,885,490	03/21/95	OSCC (Stylized)	42	Retail store services in the field of clothing and accessories therefor
7	1,915,132	08/29/95	OLD SCHOOL	25	Men's and ladies' clothing, namely, jackets, raincoats, trousers, suits, sport coats, socks, sweaters, jeans, blazers, scarves, neckties, pajamas, swimwear, shorts, shoes, belts and skirts
8	1,951,569	01/23/96	HAROLD POWELL	42	Retail store services in the field of clothing and accessories therefor
9	1,956,503	02/13/96	HAROLD POWELL	25	Men's and ladies' clothing, namely, jackets, raincoats, trousers, suits, sport coats, socks, shirts, sweaters, jeans, blazers, scarves, neckties, pajamas, swimwear, shorts, shoes, belts and skirts

10	2,046,528	03/18/97	OLD SCHOOL	3	Men's toiletries, namely cologne, after shave lotion and soap
11	2,090,733	08/26/97	OSCC BESPOKE	25	Clothing, namely suits, sportcoats, trousers, dress shirts and ties
12	2,095,291	09/09/97	OSCC BIG SPUR	25	Clothing, namely shirts and jeans
13	2,211,580	12/15/98	OLD SCHOOL DENIM	25	Clothing, namely, hats, shirts, shorts and pants
14	2,401,301	11/07/00	BIG SPUR	25	Clothing, namely shirts and jeans

**TRADEMARK ASSIGNMENT OF SECURITY**

WHEREAS, Harold's Stores, Inc., a corporation formed under the laws of Oklahoma located at 765 Asp Avenue, Norman, Oklahoma 73069 ("Borrower"), has adopted, used and is using the marks shown in the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Borrower is obligated to Wells Fargo Retail Finance, LLC, a Delaware limited liability company ("WFRF") (the "Agent") pursuant to (i) a certain Loan and Security Agreement, dated the date hereof, by and among Borrower, each subsidiary of Borrower a signatory thereto, certain lenders signatories thereto, and Agent as collateral agent, and (ii) a certain Trademark Collateral Security Agreement, dated the date hereof, made by Borrower in favor of Agent (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, Borrower is granting to Agent for its benefit a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Borrower does hereby assign unto Agent for its benefit and grant to Agent for its benefit a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which assignment and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

Borrower expressly acknowledges and affirms that the rights and remedies of Agent with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: Dallas, Texas

February 5, 2003

Witness:

HAROLD'S STORES, INC.

Jodi L. Taylor

By: Clark J. Hinkley  
Clark J. Hinkley, Chief Executive Officer

Witness:

WELLS FARGO RETAIL FINANCE, LLC,  
as collateral agent

By: \_\_\_\_\_  
David Molinario, Vice President

**TRADEMARK ASSIGNMENT OF SECURITY**

WHEREAS, Harold's Stores, Inc., a corporation formed under the laws of Oklahoma located at 765 Asp Avenue, Norman, Oklahoma 73069 ("Borrower"), has adopted, used and is using the marks shown in the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Borrower is obligated to Wells Fargo Retail Finance, LLC, a Delaware limited liability company ("WFRF") (the "Agent") pursuant to (i) a certain Loan and Security Agreement, dated the date hereof, by and among Borrower, each subsidiary of Borrower a signatory thereto, certain lenders signatories thereto, and Agent as collateral agent, and (ii) a certain Trademark Collateral Security Agreement, dated the date hereof, made by Borrower in favor of Agent (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, Borrower is granting to Agent for its benefit a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Borrower does hereby assign unto Agent for its benefit and grant to Agent for its benefit a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which assignment and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

Borrower expressly acknowledges and affirms that the rights and remedies of Agent with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

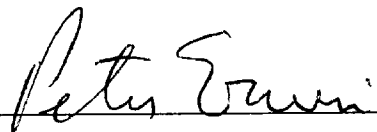
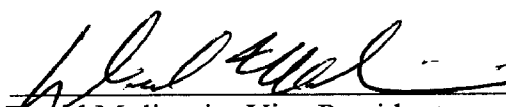
Dated: Dallas, Texas

February 5, 2003

Witness: HAROLD'S STORES, INC.

\_\_\_\_\_  
By: \_\_\_\_\_  
Clark J. Hinkley, Chief Executive Officer

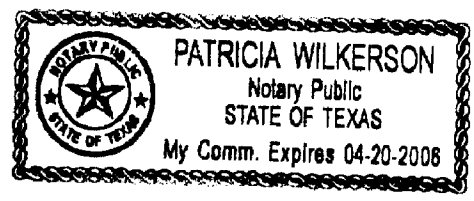
Witness: WELLS FARGO RETAIL FINANCE, LLC,  
as collateral agent

 \_\_\_\_\_  
By:  \_\_\_\_\_  
David Molinario, Vice President

STATE OF TEXAS                   §  
  : ss.:  
COUNTY OF DALLAS           §

On this 5th day of February, 2003, before me personally came Clark J. Hinkley to me known, who, being by me duly sworn, did depose and say that he is the Chief Executive Officer of Harold's Stores, Inc., the corporation described in and which executed the foregoing instrument.

*Patricia Wilkerson*  
\_\_\_\_\_  
Notary Public



STATE OF \_\_\_\_\_ §  
  : ss.:  
COUNTY OF \_\_\_\_\_ §

On this 5th day of February, 2003, before me personally came David Molinario, to me known, who, being by me duly sworn, did depose and say that he is the Vice President of Wells Fargo Retail Finance, LLC, the limited liability company described in and which executed the foregoing instrument.

\_\_\_\_\_  
Notary Public

STATE OF TEXAS

§

: ss.:

COUNTY OF DALLAS

§

On this 3rd day of February, 2003, before me personally came Clark J. Hinkley to me known, who, being by me duly sworn, did depose and say that he is the Chief Executive Officer of Harold's Stores, Inc., the corporation described in and which executed the foregoing instrument.

\_\_\_\_\_  
Notary Public

STATE OF Massachusetts

§

: ss.:

COUNTY OF Suffolk

§

On this 5th day of February, 2003, before me personally came David Molinario, to me known, who, being by me duly sworn, did depose and say that he is the Vice President of Wells Fargo Retail Finance, LLC, the limited liability company described in and which executed the foregoing instrument.

  
\_\_\_\_\_  
Notary Public

## SCHEDULE A

Schedule A to a Trademark Assignment of Security dated February 5, 2003, by and between HAROLD'S STORES, INC., and WELLS FARGO RETAIL FINANCE, LLC.

### TRADEMARKS

#### U. S. Registrations

<u>Item</u>	<u>Reg./App #</u>	<u>Reg./App. Date</u>	<u>Mark</u>	<u>Int. Class</u>	<u>Description of Product</u>
1	1,304,308	11/06/84	Carousel Horse Design	42	Retail store services in the field of clothing and accessories therefor
2	1,387,606	03/25/86	OLD SCHOOL	25	Men's and ladies' shirts
3	1,389,152	04/08/86	Carousel Horse Design	25	Men's and ladies' blazers and suits, men's trousers and ladies' skirts
4	1,570,438	12/05/89	OLD SCHOOL CLOTHING CO.	42	Retail store services in the field of clothing and accessories therefor
5	1,738,741	12/08/92	HAROLD'S	42	Retail clothing store services
6	1,885,490	03/21/95	OSCC (Stylized)	42	Retail store services in the field of clothing and accessories therefor
7	1,915,132	08/29/95	OLD SCHOOL	25	Men's and ladies' clothing, namely, jackets, raincoats, trousers, suits, sport coats, socks, sweaters, jeans, blazers, scarves, neckties, pajamas, swimwear, shorts, shoes, belts and skirts
8	1,951,569	01/23/96	HAROLD POWELL	42	Retail store services in the field of clothing and accessories therefor
9	1,956,503	02/13/96	HAROLD POWELL	25	Men's and ladies' clothing, namely, jackets, raincoats, trousers, suits, sport coats, socks, shirts, sweaters, jeans, blazers, scarves, neckties, pajamas, swimwear, shorts, shoes, belts and skirts



10	2,046,528	03/18/97	OLD SCHOOL	3	Men's toiletries, namely cologne, after shave lotion and soap
11	2,090,733	08/26/97	OSCC BESPOKE	25	Clothing, namely suits, sportcoats, trousers, dress shirts and ties
12	2,095,291	09/09/97	OSCC BIG SPUR	25	Clothing, namely shirts and jeans
13	2,211,580	12/15/98	OLD SCHOOL DENIM	25	Clothing, namely, hats, shirts, shorts and pants
14	2,401,301	11/07/00	BIG SPUR	25	Clothing, namely shirts and jeans