

Form PTO-1594

(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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):
Ballet Makers, Inc.

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

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

2. Name and address of receiving party(ies):
Name: PNC Bank, N. A.
Internal Address:
Street Address: Two Tower Center

City: East Brunswick
State: New Jersey Zip: 07512

Individual(s) citizenship:
 Association: UNINC. Association
 General Partnership:
 Limited Partnership:
 Corporation-State:
 Other:

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes
(Designations must be a separate document from assignment) No

Additional name(s) & address(es) attached? Yes No

3. Nature of Conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other: Correction of assignment at Reel 1497, Frame 0551 to show conveyance as a security interest.

Execution Date: August 16, 1996

4. Application Number(s) or Registration Number(s):

A. Trademark Application No.(s):

Additional numbers attached? Yes No

B. Trademark Registration No.(s):
2,036,723

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: LERNER, DAVID, LITTENBERG, KRUMHOLZ & MENTLIK, LLP

Internal Address:
Street Address: 600 South Avenue West

City: Westfield State: NJ Zip: 07090

6. Total Number of applications and registrations involved: 1

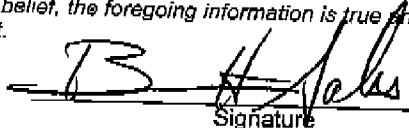
7. Total fee (37 CFR 3.41) \$ 40.00

Enclosed
 Authorized to be charged to Deposit Account
 Authorized to be charged to credit card (Form 2038 enclosed)

8. Deposit account number: 12-1095
(Attach duplicate copy of this page if paying by deposit account)

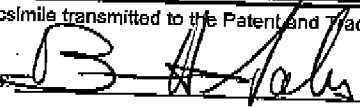
DO NOT USE THIS SPACE

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.

Bruce H. Sales  November 4, 2003
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 7

I hereby certify that this correspondence is being facsimile transmitted to the Patent and Trademark Office, facsimile no. (703) 308-5995, on the date shown below.

Dated: November 4, 2003 Signature:  (Bruce H. Sales)

CH \$40.00 121095 2036723

FIRST AMENDMENT TO TRADEMARK SECURITY AGREEMENT

(TRADEMARKS, TRADEMARK REGISTRATIONS, TRADEMARK APPLICATIONS AND TRADEMARK LICENSES)

WHEREAS, Ballet Makers, Inc., a New York corporation (hereinafter referred to as the "Grantor") and MIDLANTIC NATIONAL BANK, now known as MIDLANTIC BANK, N.A. (a/k/a PNC BANK, N.A.) (herein referred to as "Lender"), are parties to a Revolving Credit and Term Loan Agreement, dated May 25, 1994, (as the same may be amended from time to time, the "Loan Agreement"); and

WHEREAS, terms used herein and not otherwise defined shall have the meaning ascribed thereto in the Loan Agreement; and

WHEREAS, in order to further effectuate the grant to Lender of a continuing security interest in all of such Grantor's right, title and interest in, to and under the Trademark Collateral (defined in the Trademark Security Agreement as defined below), whether presently existing or hereafter arising or acquired, the Grantor and Lender entered into the Trademark Security Agreement, dated May 25, 1994 (the "Trademark Security Agreement"); and

WHEREAS, Grantor and Lender have agreed to amend the Trademark Security Agreement to specifically reference certain intellectual property rights arising after the date of original execution of the Trademark Security Agreement,

NOW, THEREFORE, in consideration of the premises and of the mutual covenants herein contained and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree to amend the Trademark Security Agreement as follows:

The Trademark Security Agreement is hereby amended to add to Schedule I thereto each additional trademark, trademark registration and trademark application, referred to in Schedule IA annexed hereto (which Grantor hereby represents includes all correct and complete information concerning any trademark, trademark registration, and trademark applications in which it has any beneficial interest), and all of the goodwill of the business connected with the use of, and symbolized by, each trademark, trademark registration and trademark application.

IN WITNESS WHEREOF, the Grantor has caused this First Amendment to Trademark Security Agreement to be duly executed as of the 16th day of August, 1996.

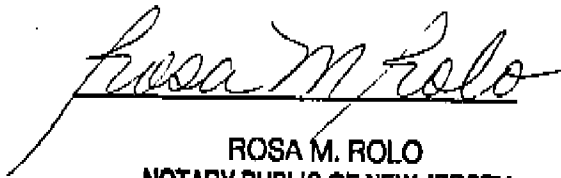
GRANTOR:

BALLET MAKERS, INC.

By: Anthony Giacoio
Name: Anthony Giacoio
Title: Chief Executive Officer

STATE OF NEW JERSEY :
: ss.
COUNTY OF ESSEX :

BE IT REMEMBERED, that on this 16th day of August, 1996, before me, the subscriber, an officer duly authorized pursuant to N.J.S.A. 46:14-6.1 to take acknowledgments for use in the State of New Jersey, personally appeared Anthony Giaccio, who, I am satisfied is the person who executed the within Instrument as the Chief Executive Officer of Ballet Makers, Inc., the corporation named therein, and I having first made known to him the contents thereof, he did thereupon acknowledge that the said Instrument made by the said corporation and sealed with its corporate seal and delivered by him as such officer, is the voluntary act and deed of said corporation, made by virtue of authority from its Board of Directors, for the uses and purposes therein expressed.



ROSA M. ROLO
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires Dec. 1, 1997

Schedule IA (page 1)
to First Amendment to
Trademark Security
Agreement

U.S. TRADEMARK REGISTRATIONS
GRANTOR: BALLET MAKERS, INC.

<u>MARK</u>	<u>REG NO.</u>	<u>DATE REGISTERED</u>
THE DANCER'S COBBLER SINCE 1877	590,633	June 01, 1994 (date renewed)
DANCETTE	1,991,412	Aug. 06, 1996
LA CAMARGO CLASSIC	765,559	Feb. 25, 1984 (date renewed)
LEOTITE	662,623	June 03, 1978 (date renewed)
OVERS-AND-UNDERS	722,630	Oct. 10, 1981 (date renewed)
PERFORMANCE MADE PERFECT	1,947,337	Jan. 09, 1996
POLKA DOTTED FIGURE	712,177	March 04, 1981 (date renewed)
STEMTITE	673,558	Feb. 03, 1979 (date renewed)
STEMWEAR (HOSIERY)	685,586	Sept. 22, 1979 (date renewed)
STEMWEAR (TIGHTS)	662,626	June 03, 1978 (date renewed)
TEKNIK	1,941,337	Dec. 12, 1995

U.S. TRADEMARK APPLICATIONS
GRANTOR: BALLET MAKERS, INC.

<u>SERIAL NO.</u>	<u>DATE FILED</u>	<u>MARK</u>
74/472354	Dec. 22, 1993	ULTRA GLOW
74/638960	Feb. 27, 1995	TEKNIK (Class 3)

Schedule IA (page 2)
to First Amendment to
Trademark Security
Agreement

U.S. TRADEMARK APPLICATIONS (CONT'D.)

<u>SERIAL NO.</u>	<u>DATE FILED</u>	<u>MARK</u>
74/664475	Apr. 21, 1995	PIG'S FEET
74/672676	May 11, 1995	DANSNEAKER
74/718128	Aug. 21, 1995	PEDINI
74/719889	Aug. 24, 1995	RELEVE BRA
75/008956	Oct. 23, 1995	TRANSITION TIGHT

FOREIGN TRADEMARK REGISTRATIONS
GRANTOR: BALLET MAKERS, INC.

<u>COUNTRY</u>	<u>REG. NO.</u>	<u>DATE FILED</u>	<u>MARK</u>
BRAZIL	816,977,046	June 19, 1994	BALLET MAKERS
MEXICO	450,848	June 26, 1994	BALLET MAKERS
SWITZERLAND	411,343	May 20, 1993	BALLET MAKERS
CANADA	449,537	Nov. 03, 1995	FIGURE OF DANCING GIRL
SWITZERLAND	411,273	Apr. 21, 1993	FIGURE OF DANCING GIRL
GERMANY	2,063,204	Apr. 22, 1993	FIGURE OF DANCING GIRL
FRANCE	1,746,006	Jan. 08, 1990	SELVA

Schedule IA (page 3)
to First Amendment to
Trademark Security
Agreement

FOREIGN TRADEMARK APPLICATIONS
GRANTOR: BALLET MAKERS, INC.

<u>COUNTRY</u>	<u>SERIAL NO.</u>	<u>DATE FILED</u>	<u>MARK</u>
AUSTRIA	AMI123/96	Feb. 19, 1996	FIGURE OF A DANCING GIRL
CANADA	731,871	June 23, 1993	BALLET MAKERS

PTO/SB/97 (12-97)

Approved for use through 8/30/00. OMB 0651-0031

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

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I hereby certify that this correspondence is being facsimile transmitted to the United States Patent and Trademark Office

on November 4, 2003
Date



Signature

Bruce H. Sales

Typed or printed name of person signing Certificate

Note: Each paper must have its own certificate of transmission, or this certificate must identify each submitted paper.

Correction of assignment at Reel 1497, Frame 0551 to show conveyance as a security interest;

Recordation Form Cover Sheet (1 page);

Transmittal Letter (1 page);

First Amendment to Trademark Security Agreement (3 pages)

Schedule 1A to First Trademark Security Agreement (3 pages)

Charge \$40.00 to deposit account 12-1095.

FAX TRANSMISSION

DATE: November 4, 2003

PTO IDENTIFIER: Serial Number 75/008,956
Registration Number 2,036,723

Applicant/Owner: Ballet Makers, Inc.

MESSAGE TO: USPTO PTAS System

FAX NUMBER: (703) 306-5995

FROM: LERNER, DAVID, LITTENBERG, KRUMHOLZ & MENTLIK, LLP
Bruce H. Sales

PHONE: (908) 654-5000

Attorney Dkt. #: BALMAK 10.1-006

PAGES (Including Cover Sheet): 10

CONTENTS: Correction of assignment at Reel 1497, Frame 0551 to show conveyance as a security interest.;
Recordation Form Cover Sheet (1 page);
Transmittal Letter (1 page); and
First Amendment to Trademark Security Agreement (3 pages)
Schedule 1A to First Trademark Security Agreement (3 pages)
Charge \$40.00 to deposit account 12-1095.

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LERNER, DAVID, LITTENBERG, KRUMHOLZ & MENTLIK, LLP
600 South Avenue West, Westfield, New Jersey 07090
Telephone: (908) 654-5000 **Facsimile:** (908) 654-7866

LAW OFFICES

LERNER, DAVID, LITTENBERG, KRUMHOLZ & MENTLIK, LLP

SIDNEY DAVID
 JOSEPH S. LITTENBERG
 ARNOLD H. KRUMHOLZ
 WILLIAM L. MENTLIK
 JOHN R. NELSON
 ROY H. WEPNER
 STEPHEN B. GOLDMAN
 CHARLES P. KENNEDY
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*NORTH CAROLINA BAR ONLY
 *NEW YORK BAR ONLY
 **MASSACHUSETTS AND
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 *CALIFORNIA BAR ONLY

600 SOUTH AVENUE WEST
 WESTFIELD, NEW JERSEY 07090-1497

(908) 654-5000
 FAX: (908) 654-7866
 www.ldlkm.com

PATENTS, TRADEMARKS AND COPYRIGHTS

Writer's Direct Dial:
 (908) 518-6311
 email: bsales@ldlkm.com

THOMAS M. PALISI
 MICHAEL J. DOHERTY
 MATTHEW B. DERNIER
 FRANK J. CHESKY II
 MICHAEL D. BRAUNSTEIN
 SCOTT E. CHARNEY
 LAWRENCE E. RUSSELL
 APRIL M. MAYO
 KONSTANTIN A. CAPLON
 ORVILLE R. COCKINGE
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 COREY M. WILLIAMS
 DOUGLAS T. HUDSON
 RUSSELL W. PRAGENBURG
 DARYL K. NEFF
 SCOTT S. SERVILLA

OF COUNSEL
 LAWRENCE I. LERNER
 DANIEL H. BOBIS
 RAYMOND W. AUGUSTIN
 HARVEY L. COHEN
 GLEN M. DIEHL
 JAMES M. HALL
 JOHN P. MALDJIAN
 GERARD P. NORTON
 PATENT AGENT
 ANDREW T. ZIDEL

November 4, 2003

MS Assignment Recordation Services
 Director of the US Patent and Trademark Office
 P.O. Box 1450
 Alexandria, VA 22313-1450

Re: U.S. Trademark Application
 Registration No.: 2,036,723
 Mark: TRANSITION TIGHT
 Our Reference: BALMAK 10.1-006

Dear Sir or Madam:

Attached hereto for filing are the following:

1. Correction of assignment at Reel 1497, Frame 0551 to show conveyance as a security interest (pertinent portions are highlighted); and
2. Recordation Form Cover Sheet.

Please charge our Deposit Account No. 12-1095 in the amount of \$40.00 covering the required fees. The Commissioner is hereby authorized to charge any deficiency in the fees filed, asserted to be filed or which should have been filed herewith (or with any paper hereafter filed in this application by this firm) to our Deposit Account No. 12-1095, under Order No. BALMAK 10.1-006.

Sincerely yours,

LERNER, DAVID, LITTENBERG,
 KRUMHOLZ & MENTLIK, LLP



BRUCE H. SALES

BHS/kj
 Enclosures

460417_3.DOC

RECORDED: 11/04/2003

TRADEMARK
 REEL: 002741 FRAME: 0642