

05-30-2003



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TRADEMARKS ONLY

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

DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

Tab settings

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

1. Name of conveying party(ies):

Chase Manhattan Bank

5-27-03

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Release
- Merger
- Change of Name

Execution Date: 05/19/03

2. Name and address of receiving party(ies)

Name: Popular Club Plan, Inc.

Internal

Address:

Street Address: 22 Lincoln Place

City: Garfield State: NJ Zip: 07026

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State New Jersey
- 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) N/A

B. Trademark Registration No.(s) See Attached.

Additional number(s) attached Yes No

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

Name: Kristine L. Ouimet, Paralegal

Internal Address: Paul, Hastings, Janofsky & Walker LLP

Street Address: 1055 Washington Boulevard

City: Stamford State: CT Zip: 06901

6. Total number of applications and registrations involved:

16

7. Total fee (37 CFR 3.41).....\$ 415.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

05/29/2003 DRYRKE 00000170 1828670

01 FC:8521
02 FC:8522

9. Signature.

40.00 OP
375.00 OP

Kristine L. Ouimet
Name of Person Signing

Kristine L. Ouimet
Signature

05/22/03
Date

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

5

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

TRADEMARK
REEL: 002745 FRAME: 0785

Continuation of Item 4 on Recordation Cover Sheet:

POPULAR CLUB PLAN, INC.

<u>Marks</u>	<u>Registration Number</u>
Better Your Life	1,828,670
Club Secretary Extras	1,984,246
Club Secretary Extras	1,984,304
Morningside	1,461,005
Overkirk	2,022,134
OK Overkirk	2,067,355
Overkirk Jeanswear	2,067,356
Overkirk Designer Collection	2,067,354
Popular Club Plan	1,835,863
Popular Girl	1,457,510
Popular JRS	1,457,509
Popular Shopping Club	818,481
Popular Shopping Club	974,176
Royal Manor	1,954,047
Young Overkirk	1,452,248
Villa	1,917,998

RELEASE OF SECURITY INTEREST IN TRADEMARKS


MAY 19, 2003

Reference is made to (i) that certain Security Agreement (the "Security Agreement") dated as of October 17, 1997 and recorded at the United States Patent and Trademark Office at Reel 1694 and Frame 0186 on January 15, 1998, made by POPULAR CLUB PLAN, INC. (the "Borrower"), in favor of JP MORGAN CHASE BANK, f/k/a THE CHASE MANHATTAN BANK ("Chase"), in its capacity as agent for Lenders pursuant to which, inter alia, the Borrower granted to Chase a security interest in the Borrower's right, title, and interest in and to the trademarks and registrations listed on Schedule A hereto (the "Trademarks").

Chase, in its capacity as agent for Lenders (the "Releasor") hereby re-assigns and releases to the Borrower and terminates all right, title and interest that Releasor has in and to the Trademarks and all proceeds of the foregoing; and all general intangibles associated with the foregoing, including without limitation, all goodwill associated in any way with such Trademarks; the right to sue for past, present and future infringements, and all rights corresponding thereto associated with such trademarks.

This release shall be governed by and construed in accordance with the laws of the State of New York without regard to conflicts of law principles.

JP MORGAN CHASE BANK,
as Agent and Releasor

By: 
Name: **CHRISTOPHER LEW**
Title: **ASSISTANT VICE PRESIDENT**
Date: **5/19/03**

SCHEDULE A

Owner: Popular Club Plan, Inc.

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