

11-21-2003

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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):

GENERAL ELECTRIC CAPITAL CORPOATION

10-28-03

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

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

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other OF SECURITY INTEREST IN TRADEMARKS

Execution Date: 3/31/02

2. Name and address of receiving party(ies)

Name: ARK-CLO 2000-1, LTD.

Internal
Address: SUITE 700

Street Address: 112 SOUTH TRYON STREET

City: CHARLOTTE State: NC Zip: 28284

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- 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

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

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: TONYA CHAPPLE

Internal Address: C/O CSC

Street Address: 80 STATE STREET

City: ALBANY State: NY Zip: 12207

6. Total number of applications and registrations involved: _____

173

7. Total fee (37 CFR 3.41).....\$ 4340.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: _____

(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.

TONYA CHAPPLE

Name of Person Signing

Tonya Chapple
Signature

10/27/03

Date

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

11/20/2003 6TOM11 00000087 75306741

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

01 FC:8521
02 FC:8522

40.00 OP
4300.00 OP

TRADEMARK
REEL: 002870 FRAME: 0307

EXHIBIT A
TRADEMARKS

<u>Trademark Name</u>	<u>Registration Number (Serial Number)</u>
Totes Elite Series	(75-306741)
Rainworks	2181569
Cloud Burst	(75-274310)
Aqua Proof	(75-273911)
Totes	2248131
Totesport	2181473
Wonder Light	2289243
Weather Protectors by Totes	2207565
Totes	2211666
Nightlighter	2189912
Toasties by Totes	(75-225876)
Toasties by Totes	(75-225882)
Toasties by Totes	2246468
Toasties by Totes	2234915
None (Design only)	2159693
Weather Stoppers by Totes	2100410
Secret Sole	2201820
Lady Isotoner	(75-121740)
Isotoner Pillow Slipper	(75-121741)
Aris Leathers by Isotoner	(75-110618)
Washables by Totes	2186354
Supertreads	2060154
Aris	2239133
Body Umbrella	2046642
Raindrops	(74-714591)
Miracle Mini	1976943
Raindrops	2044998
Snuggle by Totes	2027738
Weather Protectors by Totes	2044588
Watercolors	1992152
Watercolors	2200826
Simply Natural	1992436
Isotoner Classics	1905710
Isotoner Country	1888572
On the Move	2024294
Auto Club	1964586
Auto Club	2070171
Isotoner Knits	1916557
Isotoner	1879861

<u>Trademark Name</u>	<u>Registration Number (Serial Number)</u>
The "Dry" Umbrella	1860942
Small Wonder	1870559
The Big Top	1889285
English Garden	1856272
Rain Rolls Right Off	1856461
Rain Rolls Right Off	1847742
On the Move	1947161
Collectibles by Aris	1887966
Isotoner Sports Club	1850744
Isotoner	1807666
None (Design only)	(74-365707)
Weathershed	1896954
Isotoner	1896953
Outback Country	1851976
Body by Isotoner	1843709
Zoo Pals	1829758
Dura-Fold	1857736
Micro-Mini	1968726
Stay-Dri	1896950
Outback Country	1871944
Snuggle Slippers	1777942 u ^o
Isotoner	1799439
Leather Ultra	1756956
Snuggleboots	1772447
Luxurelle	1800151
Weather Shed	1797094
Comfort-Engineered for your Feet	1752070
Snugglesox Shorties	1756163
Snugglebooties	1766774
Isotoner Sports Club	1739083
Sunglass Station	1702255
Totes	1700210
Hot Cuffs	1687186
Extravagance	1689567
Gator Grips	1673884
Isotoner Suburban	1673882
Isotoner	1690698
Isotoner Sports Club	1657822
Isotoner Glove-Fit	(74-048967)
Totes Toasties	1666245
Feels Like a Foot Massage	1627297
Totes Toasties	1668995

<u>Trademark Name</u>	<u>Registration Number (Serial Number)</u>
Hunter's Bay	1699846
Toasties	1620085
Totesport	1673022
Slouchies	1614487
Totes	1587955
Chromatics	1569859
Snugglesox	1575115
Totes	1557776
Tran-so-Iso	1548414
Totes	1530893
Totes	1528120
Super Grip	1532175
Water Babies	1546498
Totes Toasties	1510241
Sunglass World	1783019
Eye Screens	1502032
Isotoner	1473314
None (Design only)	1468411
Cashmelle	1462915
None (Design only)	1485320
Notice (Words and Design)	1422776
Ultra-Therm	1419302
Leather Lites	1438772
Notice (Words and Design)	1424643
None (Design only)	1386797
Notice (Words only)	1384420
Henryson	1400332
Aris Lights	1380549
Totes	1525716
Weather Front	1367782
Knit Country	1369172
Stain Guard	1358159
Totes	1354368
Totes	1375994
Totes	1347660
Tech-Tex	1349484
Totes Weather Protectors	1333372
Commuter	1375934
Commuter	1336835
Watercolors	1380519
Totes	1327159
Totes	1326778

<u>Trademark Name</u>	<u>Registration Number (Serial Number)</u>
Totes	1326980
Totes	1327160
Stay-Dri	1323401
Totes	1313581
Totes	1309481
XIIX Karat	1305905
Chromatics	1329582
Thermal Puff	1365669
Knit Street	1309096
None (Design only)	1423962
Aris	1265069
Isotoner	1263689
Soft Sole	1266685
Isotoner	1249912
Totes	1315771
Super Grip	1320201
Totes	1234766
Weathershed	1199644
Stay-Dri	1210567
Contour 1	1202808
None (Design only)	1160137
None (Design only)	1192171
Totes	1149822
Fox Valley	1149914
Totes	1154884
Totes	1138767
Warm Ups	1189387
Trisilla	1110959
Pretzels	1112345
Super Deer	1083594
Totes	1081141
Pop Knits	1086487
Knit Street	1079445
The Knit Pikker	1073809
Totes	1061743
Aris	979477
Totes Coat	983116
Totes	942851
Isotoner	931938
Totes	925164
Isotoner	909643
Isotoner Gloves	885094

<u>Trademark Name</u>	<u>Registration Number (Serial Number)</u>
Rain-Tote	815920
Beaumist	767228
Sil-Suede	758878
Beaumist	762365
Slim-Fit By Aris	739754
Moon Mocs	711280
Totes	524181
Aris	158107

ASSIGNMENT OF SECURITY INTEREST IN TRADEMARKS AGREEMENT

WHEREAS, pursuant to that certain Assignment Agreement and Resignation and Appointment of Agent, dated as of March 31, 2002, Fleet National Bank, a national banking association, agreed to assign all of its right, title and interest to, among other things, all of the trademarks (the "Trademark Rights"), listed on Exhibit A attached hereto, to General Electric Capital Corporation ("GECC"), a corporation duly organized and existing under the laws of the State of Delaware, as agent, and GECC agreed to acquire such Trademark Rights; and

WHEREAS, GECC now wishes to effectuate the assignment of the Trademark Rights from GECC to ARK CLO 2000-1, Limited, a Cayman Islands Corporation, pursuant to that certain Resignation/Appointment of Collateral Agent, dated as of September 27, 2003 by filing this Agreement with the United States Patent and Trademark Office.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, GECC hereby assigns, sells and transfers unto ARK the Trademark Rights.

[Signature Page Follows]

IN WITNESS WHEREOF, GECC has executed this Assignment of Security
Interest in Trademarks Agreement as an instrument as of this ____ day of ~~September~~, 2003.
OCTOBER

GENERAL ELECTRIC CAPITAL
CORPORATION, as Agent

By: *Dwayne L Colker*
Name: Dwayne L Colker
Its: Duly Authorized Signer

STATE OF ILLINOIS)
) ss.
COUNTY OF Cook)

On October 17, 2003, before me, Dwayne Coker, SVP,
Date Name and Title of Officer (e.g., "Jane Doe, Notary Public")

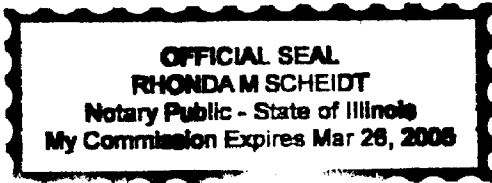
personally appeared Rhonda M. Scheidt,
Name(s) of Signer(s)

personally known to me or proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/~~she/they~~ executed the same in his/~~her/their~~ authorized capacity(ies), and that by his/~~her/their~~ signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal

Rhonda M. Scheidt
Signature of Notary Public



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