

3/16/04

03-30-2004



102707158

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

U.S. 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):  
**G+G Retail, Inc.**

Individual(s)       Association  
 General Partnership       Limited Partnership  
 Corporation - **Delaware**  
 Other

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

3. Nature of conveyance:  
 Assignment       Merger  
 Security Agreement       Change of Name  
 Other - **correct nature of conveying party**  
**previously recorded at reel/frame 2299/0724**

Execution Date: **May 2, 2001**

2. Name and address of receiving party(ies)  
**The CIT Group/Business Credit, Inc.**

Street Address: **1211 Avenue of Americas**  
City: **New York** State: **NY** Zip: **10036**

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation - **New York**  
 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

TRADEMARK RECEIVED  
US PATENT & TRADEMARK OFFICE  
MAR 16 A 8:53  
TRADEMARK PROCESS

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

A. Trademark Application No.(s)

Additional number(s) attached  Yes  No

B. Trademark Registration No.(s)  
**1786204; 1720407; 1480207; 1477210; 1412422;**  
**1371904; 1352935; 1285656**

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

Name: **Daniel Angel, Esq.**  
Internal Address: **Schulte Roth & Zabel**

Street Address: **919 Third Avenue**

City: **New York** State: **N.Y.** Zip: **10022**

6. Total number of applications and registrations involved:.....  8

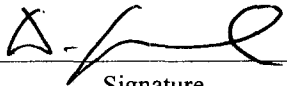
7. Total fee (37 CFR 3.41).....\$ **215.00**  
 Enclosed  
 Authorized to be charged to deposit account

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.*

**Daniel Angel, Esq.**            **March 12, 2004**

Name of Person Signing      Signature      Date

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

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

03/29/2004 ECOOPER 00000107 500675 1786204

01 FC:0521 40.00 BA  
02 FC:0522 175.00 BA

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TRADEMARK  
REEL: 002937 FRAME: 0466

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FAX NO.

P. 04/05

SENT BY: FRC;

05-22-2001

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PAGE 4/1

FORM PTO-1584

(Rev. 6-03)

F



SHEET

U.S. DEPARTMENT OF COM.  
Patent and Trademark

CLASSIFICATION (Rev. 4-04)

10725841

-Y

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

1. Name of conveying party(ies):

G & Retail, Inc.

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

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

2. Name and address of receiving party(ies)

Name: The CIT Group/Business Credit, Inc.

Internal Address:

Street Address: 1211 Avenue of Americas

City: NY State: NY ZIP: 10036

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

If package is not domiciled in the United States, a domestic representative designation is attached?  Yes  No

(Designation must be a separate document from assignment)  
Additional name(s) & address(es) attached?  Yes  No

3. Nature of conveyance:

filed incorrectly?

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

Execution Date: N/A

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

A. Trademark Application No.(s)

See Exhibit A

B. Trademark Registration No.(s)

Additional numbers attached?  Yes  No

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

Name: Robert Stein  
Internal Address: Wolf Block Schar  
Sales Cohen

Street Address: 250 Park Ave  
10th Fl  
City: NY State: NY ZIP: 10111

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41):

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

RECEIVED  
MAY 10 2001  
APPROPRIATE DIVISION

01/21/2001 02000003 1786204

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01 C:481  
02 12:482

40.00 DP  
125.00 RP

9. Statement and signature: For my 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.

Signature: Lyn Shinker  
Name of Person Signing

Signature: [Handwritten Signature]

Date: 5/10/01

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

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patents & Trademarks, Box Assignments

PAGE 04

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TRADEMARK  
REEL: 002299 FRAME: 0724

TRADEMARK  
REEL: 002937 FRAME: 0467

SCHEDULE 1A TO ASSIGNMENT FOR SECURITY  
(TRADEMARKS AND TRADEMARK APPLICATIONS)

Trademark	Reg. No.	Reg. Date
CLUB ESSENTIALE	1786204	August 3, 1993
CLUB ESSENTIALE	1720407	September 29, 1992
AMERICAN HIGH and DESIGN	1480207	March 8, 1988
AMERICAN HIGH (STYLIZED)	1477210	February 16, 1988
IN CHARGE and DESIGN	1412422	October 7, 1986
CLOTHESETERIA and DESIGN	1371904	November 19, 1985
AMERICAN HIGH and DESIGN	1352935	August 6, 1985
G + G (Stylized)	1285656	July 10, 1984

DSN:120908.1

TRADEMARK  
REEL: 002299 FRAME: 0725

TRADEMARK  
REEL: 002937 FRAME: 0468

**NOTICE OF ASSIGNMENT FOR SECURITY****(TRADEMARKS)**

WHEREAS, G+G RETAIL, INC. (the "Assignor") has adopted, used and is using 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 Trademark Security Agreement dated as of May 2, 2001 (the "Security Agreement") in favor of The CIT Group/Business Credit, Inc. (the "Assignee");

WHEREAS, pursuant to the Security Agreement, the Assignor has assigned to the Assignee and granted to the Assignee a security interest in all right, title and interest of the Assignor in, to and under the Trademarks, together with the good-will of the business symbolized by the Trademarks and the applications and restrictions thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement 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, receipt of which is hereby acknowledged, the Assignor does hereby assign unto the Assignee and grants to the Assignee a 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.


DSN:120908.1

**TRADEMARK**  
**REEL: 002299 FRAME: 0726**

**TRADEMARK**  
**REEL: 002937 FRAME: 0469**

IN WITNESS WHEREOF, the Assignor has caused this Notice of Assignment for Security to be duly executed by its officer thereunto duly authorized as of May 2, 2001.

G+G RETAIL, INC.

By:   
Name: Michael Kaplan  
Title: CFO


DSN:120908.1

TRADEMARK  
REEL: 002299 FRAME: 0727

TRADEMARK  
REEL: 002937 FRAME: 0470

STATE OF NEW YORK )  
 ) ss.:  
COUNTY OF NEW YORK )

On this 1st day of May, 2001, before me personally came Michael Kaplan, to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that he/she is the Chief Financial Officer of G+G Retail, Inc., a Delaware corporation, and that he executed the foregoing instrument in the firm name of G+G Retail, Inc., and that he/she had authority to sign the same, and he/she acknowledged to me that he/she executed the same as the act and deed of said firm for the uses and purposes therein mentioned.

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

MADELINE STUBER  
Notary Public, State of New York  
No. 01-4843262  
Qualified in Suffolk County  
Commission Expires January 31, 2002

DSN:120908.1

TRADEMARK  
REEL: 002299 FRAME: 0728

TRADEMARK  
REEL: 002937 FRAME: 0471

**SCHEDULE 1A TO ASSIGNMENT FOR SECURITY**  
**(TRADEMARKS AND TRADEMARK APPLICATIONS)**

<b>Trademark</b>	<b>Reg. No.</b>	<b>Reg. Date</b>
CLUB ESSENTIALE	1786204	August 3, 1993
CLUB ESSENTIALE	1720407	September 29, 1992
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AMERICAN HIGH and DESIGN	1352935	August 6, 1985
G + G (Stylized)	1285656	July 10, 1984

DSN:120908.1

**RECORDED: 05/15/2001****TRADEMARK**  
**REEL: 002299 FRAME: 0729****RECORDED: 03/16/2004****TRADEMARK**  
**REEL: 002937 FRAME: 0472**