

MRD 9-1-98

09-15-1998



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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Tab settings => => =>

To the Honorable (

he attached original documents or copy thereof.

100834769

nd address of receiving party(ies):

1. Name of conveying party(ies):

ARIEL ACCESSORIES LTD.
392 Fifth Avenue
New York, New York 10018

Name: Century Business Credit Corporation

Internal Address:

Street Address: 119 West 40th Street

City: New York State: New York ZIP: 10018

- Individual(s)
- General Partnership
- Corporation-State: New York
- 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: August 28, 1998

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

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

A. Trademark Application No.(s)

SEE ATTACHED SCHEDULE A

B. Trademark registration No.(s)

SEE ATTACHED SCHEDULE A

Additional numbers attached? Yes No

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

Name: Federal Reserach Corp.

Internal Address:

Street Address: 400 Seventh St NW.

Suite

Washington DC ZIP: 20004

09/10/1998 BNGUYEN 00000115 2035399

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41): \$ 140.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

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

01 FC:481 40.00 OP
02 FC:482 100.00 OP

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

Deborah Scheff
Name of Person Signing

Deborah Scheff
Signature

9/11/98
Date

Total number of pages including cover sheet, attachments and document: 4

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

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, Ariel Accessories Ltd., a corporation formed under the laws of New York ("Client") located at 392 Fifth Avenue, New York, New York 10018, 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, Client is obligated to CENTURY BUSINESS CREDIT CORPORATION ("Century") located at 119 West 40th Street, New York, New York 10018, pursuant to (i) a certain Factoring Agreement, dated the date hereof, between Client and Century and (ii) a certain Trademark Collateral Security Agreement, dated the date hereof made by Client in favor of Century (the "Agreements"); and

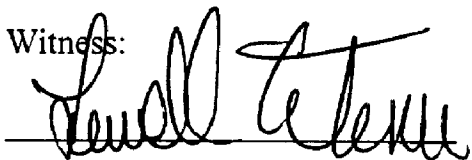
WHEREAS, pursuant to the Agreements, Client is granting to Century a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged Client does hereby assign unto Century and grant to Century 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.

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

Dated: New York, New York
August 26, 1998

Witness:



ARIEL ACCESSORIES LTD.

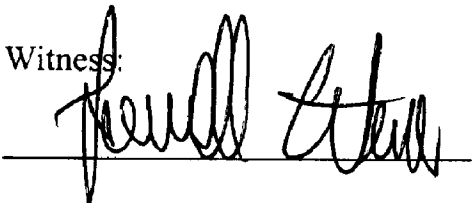
By: 

Name: Howard Katz

Title: President

CENTURY BUSINESS CREDIT
CORPORATION

Witness:



By: 

Name: Stephen A. Stacey

Title: Senior Vice President

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

On this 28 day of August, 1998, before me personally came Howard Katz to me known, who, being by me duly sworn, did depose and say that he is the President of Ariel Accessories Ltd., the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said corporation.

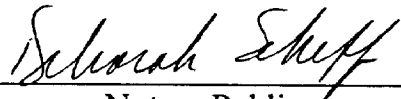


Notary Public

DEBORAH SCHEFF
NOTARY PUBLIC, State of New York
No. 4907990
Qualified in Nassau County
Commission Expires October 13, 1999

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

On this 28 day of August, 1998, before me personally came Stephen A. Stacey, to me known, who, being by me duly sworn, did depose and say that he is the Senior Vice President of Century Business Credit Corporation, the corporation described in and which executed the foregoing instrument; and that he was authorized to sign his name thereto on behalf of said corporation.



Notary Public

DEBORAH SCHEFF
NOTARY PUBLIC, State of New York
No. 4907990
Qualified in Nassau County
Commission Expires October 13, 1999