

03-24-1999

FORM PTO-1594 (Rev. 6-93)

RECORDATI

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

OMB No. 0651-0011 (exp. 4/94)



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Tab Settings

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

<p>1. Name of conveying party(ies):</p> <p>VT International Ltd.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <input type="checkbox"/> Other _____</p> <p>Additional name(es) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies): 42</p> <p>Name: <u>MLC Holdings, Inc.</u> Internal Address: <u>c/o Monarch Luggage Co. Inc.</u> Street Address: <u>5 Delavan Street</u> City: <u>Brooklyn</u> State: <u>NY</u> Zip: <u>11231</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State _____ <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>3. Nature of conveyance</p> <p><input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>January 29, 1999</u></p>	

<p>4. Application number(s) or patent number(s):</p> <p>A. Trademark Application No.(s)</p>	<p>B. Trademark Registration No.(s)</p> <p>1,931,280 1,871,343 1,842,381 1,095,989</p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>William M. Orr</u> Internal Address: <u>Esanu Katsky Korins & Siger, LLP</u> Street Address: <u>605 Third Avenue</u> City: <u>New York</u> State: <u>NY</u> Zip: <u>10158</u></p>	<p>6. Total number of applications and registrations involved: 4</p> <p>7. Total fee (37 CFR 3.41) \$115.00</p> <p><input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account</p>
<p>03/24/1999 DNGUYEN 00000004 1931280 01 FC:481 40.00 DP 02 FC:482 75.00 DP</p>	<p>8. Deposit account number:</p> <p>(Attach duplicate copy of this page if paying by deposit account)</p>

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and any attached copy is a true copy of the original document.

William M. Orr William M. Orr 3/9/99
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 Patents & Trademarks, Box Assignments

Washington, D.C. 20231

TRADEMARK ASSIGNMENT

WHEREAS, VT International Ltd., a New Jersey corporation with its principal place of business at 1050 Wall Street West, Suite 530, Lyndhurst, New Jersey 07071 ("Assignor") has adopted, owns and is using FIRE WATER EARTH (the "Mark") in connection with the manufacturing, marketing, designing, distributing and selling luggage and sports bags in the United States and Canada; and

WHEREAS, Assignor owns a federal registration for the Mark on the Principal Register of the United States Patent and Trademark Office in connection with the goods and/or services identified therein, Registration No.1,931,280, registered on October 31, 1995; and

WHEREAS, MLC Holdings, Inc., a New York corporation with its principal place of business at c/o Monarch Luggage Co. Inc., 5 Delavan Street, Brooklyn, New York 11231 ("Assignee"), desires to acquire the Mark and the above-referenced Registration;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee all right, title and interest in and to the Mark, together with the goodwill of the business symbolized by the Mark, and the registration thereof. Furthermore, at the request of the Assignee and without further consideration, the Assignor shall execute and deliver such other instruments of sale, transfer, conveyance and assignment and take such action as the Assignee may reasonably determine is necessary to transfer, convey and assign to the Assignee, and to confirm Assignee's rights to, title in and ownership of, the Mark and to place the Assignee in actual possession and operating control thereof.

VT INTERNATIONAL LTD.

By: David Brous Sr.
David Brous, Sr., President

Dated effective as of January 29, 1999

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

On the 29th day of January, 1999, before me personally came David Brous, Sr., to me known, who, being by me duly sworn did depose and say that he resides at 265 North Wyoming Avenue, South Orange, New Jersey 07079, that he is the duly elected president of VT International Ltd., a New Jersey corporation, the corporation described in and which executed the above instrument; and that he signed his name thereto by order of the Board of Directors of said corporation, and that above instrument constitutes the act and deed of such corporation.

Joanne B. L. Arnold
Notary Public

JOANNE B. L. ARNOLD
Notary Public, State of New York
No. 01AR5030551
Qualified in Suffolk County
Commission Expires July 18, 2000

TRADEMARK ASSIGNMENT

WHEREAS, VT International Ltd., a New Jersey corporation with its principal place of business at 1050 Wall Street West, Suite 530, Lyndhurst, New Jersey 07071 ("Assignor") has adopted, owns and is using AUTHENTIC RUGGED GEAR (the "Mark") in connection with the manufacturing, marketing, designing, distributing and selling luggage and sports bags in the United States and Canada; and

WHEREAS, Assignor owns a federal registration for the Mark on the Principal Register of the United States Patent and Trademark Office in connection with the goods and/or services identified therein, Registration No.1,871,343, registered on January 3, 1995; and

WHEREAS, MLC Holdings, Inc., a New York corporation with its principal place of business at c/o Monarch Luggage Co. Inc., 5 Delavan Street, Brooklyn, New York 11231 ("Assignee"), desires to acquire the Mark and the above-referenced Registration;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee all right, title and interest in and to the Mark, together with the goodwill of the business symbolized by the Mark, and the registration thereof. Furthermore, at the request of the Assignee and without further consideration, the Assignor shall execute and deliver such other instruments of sale, transfer, conveyance and assignment and take such action as the Assignee may reasonably determine is necessary to transfer, convey and assign to the Assignee, and to confirm Assignee's rights to, title in and ownership of, the Mark and to place the Assignee in actual possession and operating control thereof.

VT INTERNATIONAL LTD.

By: David Brous, Sr.
David Brous, Sr., President

Dated effective as of January 29, 1999

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

On the 29th day of January, 1999, before me personally came David Brous, Sr., to me known, who, being by me duly sworn did depose and say that he resides at 265 North Wyoming Avenue, South Orange, New Jersey 07079, that he is the duly elected president of VT International Ltd., a New Jersey corporation, the corporation described in and which executed the above instrument; and that he signed his name thereto by order of the Board of Directors of said corporation, and that above instrument constitutes the act and deed of such corporation.

Joanne B. L. Arnold
Notary Public

JOANNE B. L. ARNOLD
Notary Public, State of New York
No. 01AR5030551
Qualified in Suffolk County
Commission Expires July 18, 2000

TRADEMARK ASSIGNMENT

WHEREAS, VT International Ltd., a New Jersey corporation with its principal place of business at 1050 Wall Street West, Suite 530, Lyndhurst, New Jersey 07071 ("Assignor") has adopted, owns and is using TRUE GLIDE (the "Mark") in connection with the manufacturing, marketing, designing, distributing and selling luggage and sports bags in the United States and Canada; and

WHEREAS, Assignor owns a federal registration for the Mark on the Principal Register of the United States Patent and Trademark Office in connection with the goods and/or services identified therein, Registration No.1,842,381, registered on June 28, 1994; and

WHEREAS, MLC Holdings, Inc., a New York corporation with its principal place of business at c/o Monarch Luggage Co. Inc., 5 Delavan Street, Brooklyn, New York 11231 ("Assignee"), desires to acquire the Mark and the above-referenced Registration;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee all right, title and interest in and to the Mark, together with the goodwill of the business symbolized by the Mark, and the registration thereof. Furthermore, at the request of the Assignee and without further consideration, the Assignor shall execute and deliver such other instruments of sale, transfer, conveyance and assignment and take such action as the Assignee may reasonably determine is necessary to transfer, convey and assign to the Assignee, and to confirm Assignee's rights to, title in and ownership of, the Mark and to place the Assignee in actual possession and operating control thereof.

VT INTERNATIONAL LTD.

By: David B. Brous, Sr.
David Brous, Sr., President

Dated effective as of January 29, 1999

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

On the 29th day of January, 1999, before me personally came David Brous, Sr., to me known, who, being by me duly sworn did depose and say that he resides at 265 North Wyoming Avenue, South Orange, New Jersey 07079, that he is the duly elected president of VT International Ltd., a New Jersey corporation, the corporation described in and which executed the above instrument; and that he signed his name thereto by order of the Board of Directors of said corporation, and that above instrument constitutes the act and deed of such corporation.

Joanne B. L. Arnold
Notary Public

JOANNE B. L. ARNOLD
Notary Public, State of New York
No. 01AR5030551
Qualified in Suffolk County
Commission Expires July 18, 2000

TRADEMARK ASSIGNMENT

WHEREAS, Schottenstein Stores Corporation, a Delaware corporation ("Schottenstein") has owned and has licensed to VT International Ltd., a New Jersey corporation with its principal place of business at 1050 Wall Street West, Suite 530, Lyndhurst, New Jersey 07071 ("Assignor") VERDI (the "Mark") in connection with the Assignor's manufacturing, marketing, designing, distributing and selling luggage and sports bags in the United States and Canada; and

WHEREAS, in the form annexed hereto as Exhibit A, Schottenstein assigned all right, title and interest in the Mark to Assignor; and

WHEREAS, Schottenstein owned and assigned to Assignor a federal registration for the Mark on the Principal Register of the United States Patent and Trademark Office in connection with the goods and/or services identified therein, Registration No.1,095,989, registered on July 11, 1978; and

WHEREAS, MLC Holdings, Inc., a New York corporation with its principal place of business at c/o Monarch Luggage Co. Inc., 5 Delavan Street, Brooklyn, New York 11231 ("Assignee"), desires to acquire the Mark and the above-referenced Registration;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee all right, title and interest in and to the Mark, together with the goodwill of the business symbolized by the Mark, and the registration thereof. Furthermore, at the request of the Assignee and without further consideration, the Assignor shall execute and deliver such other instruments of sale, transfer, conveyance and assignment and take such action as the Assignee may reasonably determine is necessary to transfer, convey and assign to the Assignee, and to confirm Assignee's rights to, title in and ownership of, the Mark and to place the Assignee in actual possession and operating control thereof.

VT INTERNATIONAL LTD.

By: David Brous, Sr.
David Brous, Sr., President

Dated effective as of January 29, 1999

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

On the 29th day of January, 1999, before me personally came David Brous, Sr., to me known, who, being by me duly sworn did depose and say that he resides at 265 North Wyoming Avenue, South Orange, New Jersey 07079, that he is the duly elected president of VT International Ltd., a New Jersey corporation, the corporation described in and which executed the above instrument; and that he signed his name thereto by order of the Board of Directors of said corporation, and that above instrument constitutes the act and deed of such corporation.

Joanne B. L. Arnold
Notary Public

JOANNE B. L. ARNOLD
Notary Public, State of New York
No. 01AR5030551
Qualified in Suffolk County
Commission Expires July 18, 2000

ASSIGNMENT

(Trademarks)

WHEREAS, Schottenstein Stores Corporation, a corporation organized and existing under the laws of the State of Delaware, having a place of business at 1800 Moler Road, Columbus, OH 43207 (hereinafter referred to as the "ASSIGNOR"), has adopted and is using the Mark Verdi (U.S. registration No. 1,095,989) (hereinafter the "Mark") in the United States; and

WHEREAS, VT International, Ltd., a corporation organized and existing under the laws of the State of New Jersey, having a place of business at 1050 Wall Street West, Suite 530, Lyndhurst, New Jersey 07071 (hereinafter referred to as the "ASSIGNEE"), desires to acquire said Mark and goodwill associated with said Mark and any and all registrations thereof;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the said ASSIGNOR does hereby assign and transfer to the said ASSIGNEE, its successors and assigns, the entire right, title, and interest in and to the registration for said Mark and all of its rights and title, together with the goodwill of the business symbolized by the Mark and the registration thereof, and all other rights which ASSIGNOR has enjoyed thereunder in the United States, the same to be held and enjoyed by the ASSIGNEE, its successors and assigns.

AND for the same consideration, the said ASSIGNOR hereby covenants and agrees to and with the said ASSIGNEE, its successors, legal representatives and assigns, that the said ASSIGNOR will, whenever counsel of the said ASSIGNEE, or the counsel of its successors, legal representatives and assigns, shall reasonably request, sign papers and documents, deliver necessary documents including original registration certificates, if available, and take all lawful oaths, and execute separate confirmatory assignments reasonably requested.

Signed a Columbus in the County of Franklin State of Ohio, this ^{21st} ~~18th~~ day of January, 1999.

By: *Thomas R. Ketteler*

Name: Thomas R. Ketteler

Title: Chief Operating Officer

State of Ohio)
) ss.
County of Franklin)

On this 21st day of January, 1999, before me, a Notary Public in and for the jurisdiction aforesaid, personally appeared Thomas R. Ketteler to me known, who being by me duly sworn, did depose and say that he is a resident of Franklin County, Ohio, that he is the Chief Operating Officer of Schottenstein Stores Corporation, the corporation named in and which executed the foregoing instrument, that he is duly authorized to execute same; and that he subscribed, swore to and acknowledged the same in his capacity as such officer and as the authorized and binding act and deed of said corporation.

Melita L. Smith
Notary Public

MELITA L. SMITH
NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION EXPIRES MARCH 25, 2000

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RECORDED: 03/11/1999

TRADEMARK
REEL: 1873 FRAME: 0951