

07-09-1999

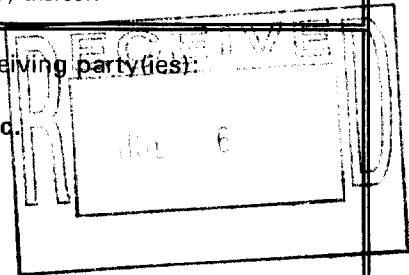
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Attorney Docket No.: 10202-1

101087059

To the Honorable Commissioner of Patent and Trademarks, please forward the attached original documents or copy thereof.



1. Name of conveying party(ies):

Foothill Capital Corporation
Suite 1500
11111 Santa Monica Blvd.
Los Angeles, CA 90025

2. Name and address of receiving party(ies):

Buster Brown Apparel, Inc.
2001 Wheeler Avenue
Chattanooga TN 37406

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

If assignee is not domiciled in the U.S.A., a domestic representative designation is attached: Yes; No

(Designations must be a separate document from Assignment)

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other: **Release of Security Interest**

Execution Date: June 25, 1999

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

A. Trademark Application No.(s):
None

B. Trademark Registration No.(s):
See attached list Schedule A

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

Scott W. Goode
PANITCH SCHWARZE JACOBS & NADEL, P.C.
One Commerce Square
2005 Market Street, 22nd Floor
Philadelphia, PA 19103-7086
Telephone: 215-567-2020
Facsimile: 215-567-2991
E-Mail: psjn@psjn.com

6. Total number of applications and registrations involved: [16]

7. Total fee (37 CFR 3.41) Cal. 1 x \$40.00 = \$ 40.00
15 x \$25.00 = \$ 375.00
415.00

Authorized to be charged to deposit account

8. Deposit account number: 16-0235

07/09/1999 MTHA/L 00000036 160235 129233

DO NOT USE THIS SPACE

01 FC:481 40.00 CH
02 FC:482 375.00 CH

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.

Scott W. Goode
Name of Person Signing

Scott W. Goode
Signature

July 2, 1999
Date

Total number of pages including cover sheet, attachments and document: [14]

NAME: *Carly Anderson*

DATE: *July 2, 1999*

SCHEDULE A
(Page 1 of 9)

TRADEMARK	COUNTRY	REGISTRATION NO./APPLICATION STATUS	RENEWAL/EXPIRATION DATE
BUSTER BROWN	UNITED STATES	51,981	05/01/06
BUSTER BROWNS	UNITED STATES	129,233	01/27/00
BUSTER BROWN	UNITED STATES	221,202	11/23/06
BUSTER BROWN	UNITED STATES	505,224	12/28/08
BUSTER BROWN and Design	UNITED STATES	505,225	12/28/08
SLIMBER BUNNIES	UNITED STATES	686,368	10/06/99
BUSTER BROWN	UNITED STATES	732,513	06/05/02
BUSTER BROWN and Design	UNITED STATES	800,744	12/21/05
BUSTER BROWN and Design	UNITED STATES	948,548	12/12/02
CRAYON CROWD and Design	UNITED STATES	1,241,251	06/07/03
TIGES PAIS	UNITED STATES	1,329,707	04/09/05
BETSY AND BOBBY and Design	UNITED STATES	1,411,428	09/30/06
KABOOM! and Design	UNITED STATES	1,508,223	10/11/08
KABOOM!	UNITED STATES	1,815,993	01/11/00 (Sec. 8)
BUSTER BROWN and Design (Layette)	UNITED STATES	1,858,651	10/18/99 (Sec. 8)
DARNLESS	UNITED STATES	128,885	01/13/00
BUSTER BROWN	ARGENTINA	1,574,950	09/12/05
BUSTER BROWN	ARUBA	14,308	12/31/05
BUSTER BROWN	AUSTRALIA	A500,067	11/22/09

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BUSTER BROWN	AUSTRALIA	A415,717	09/26/05
BUSTER BROWN	BAHAMAS	4676	02/17/08
BUSTER BROWN	BAHRAIN	12,318	03/09/04
BUSTER BROWN	BARBADOS	Application pending	
BUSTER BROWN	BELARUS	9,050	12/26/05
BUSTER BROWN	BENELUX	404,984	11/16/04
KABOOM!	BENELUX	Application pending	
BUSTER BROWN	BERMUDA	10,695	02/26/07
BUSTER BROWN	BRAZIL	814,466,702	08/27/06
(Word Mark)			
BUSTER BROWN and Device	BRAZIL	814,466,710	01/09/06
BUSTER BROWN (Layette)	CANADA	462,127	08/30/11
BUSTER BROWN	CANADA	331,060	08/14/02
"C&S FOR KIDS"			
DOUBLE B BY BUSTER BROWN	CANADA	295,204	09/21/99
(GRAYON CROWD)			
BUSTER BROWN (BOY & DOG)	CANADA	321,603	12/12/01
BUSTER BROWN (GRAYON CROWD)	CANADA	321,067	11/28/01
BEACH BUSTERS	CANADA	314,673	05/30/01
BUSTERS	CANADA	316,275	07/11/01
BUSTER BROWN	CHILE	472,523	11/20/06
BUSTER BROWN	CHINA	997,436	05/06/07
BUSTER BROWN	COLOMBIA	127,772	12/20/04

BUSTER BROWN	COMMUNITY TRADEMARK (EUROPE)	20,552	04/01/06
KABOOM!	COMMUNITY TRADEMARK (EUROPE)	37,424	08/01/06
BUSTER BROWN	COSTA RICA	58,826	06/10/01
KABOOM!	COSTA RICA	79,139	04/09/02
BUSTER BROWN	CUBA	112,197	10/22/96
			status unknown - foreign associate non-responsive (10/22/03?)
BUSTER BROWN	DENMARK	3271/1991	05/31/01
BUSTER BROWN	DOMINICAN REPUBLIC	75,416	12/15/14
BUSTER BROWN	ECUADOR	3953-97	11/11/07
KABOOM!	ECUADOR	1464-92	06/08/02
BUSTER BROWN	TEL SALVADOR		
		Application approved- if no opposition, registration will be granted	
BUSTER BROWN	ESTONIA	24422	09/19/07
BUSTER BROWN	FINLAND	47,075	05/05/06
BUSTER BROWN	FRANCE	1,593,672	04/04/00
BUSTER BROWN	GERMANY	807,367	12/08/04
BUSTER BROWN	GREECE	35,078	03/02/06
BUSTER BROWN	GREAT BRITAIN	889,881	01/27/01
BUSTER BROWN	GREAT BRITAIN	741,898	05/02/04
BUSTER BROWN	GUATEMALA	17,446	10/03/06
BUSTER BROWN	HAITI	240/74	09/11/05
BUSTER BROWN	HONDURAS	13,432	07/04/06

PS/NZ/LS390.1

BUSTER BROWN	ICELAND	477/1988	10/31/08
BUSTER BROWN	INDIA	Pending application	
BUSTER BROWN	INDONESIA	368266	12/20/04
BUSTER BROWN	HONG KONG	834/58	04/23/07
BUSTER BROWN	IRELAND	71,192	01/27/01
BUSTER BROWN	ISRAEL	23,907	12/08/99
BUSTER BROWN	ITALY	689,499	12/18/04
BUSTER BROWN	JAMAICA	11,337	02/08/01
BUSTER BROWN (WORD MARK)	JAPAN	2,369,075	01/31/02
BUSTER BROWN (WORD MARK)	JAPAN	2,369,076	01/31/02
BUSTER & TIGER (DESIGN ONLY)	JAPAN	2,452,008	09/30/02
KABOOM!	JAPAN	2,452,014	09/30/02
BUSTER BROWN	JORDAN	27,613	01/06/11
BUSTER BROWN	KAZAKHSTAN	951,764	12/26/05
BUSTER BROWN	KOREA	Application published for opposition	
KABOOM!	KOREA	199,177	08/28/00
BUSTER BROWN	LAIVIA	M38660	12/29/05
BUSTER BROWN	LEBANON	41,167	09/29/1996 (Renewal in process)
BUSTER BROWN	LIBYA	Application filed 1979; Application withdrawn 08/1989	
BUSTER BROWN	LITHUANIA	29946	01/03/06
BUSTER BROWN	MALAYA	302/64 (OLD 42304)	08/13/99
BUSTER BROWN	MALAYSIA	3832/90	Renewal Pending

PSJN02385001

BUSTER BROWN	MAI	723		Expired
BUSTER BROWN	MAI TA	8558		02/16/08
BUSTER BROWN	MEXICO	373,563		10/29/03
BUSTER BROWN	MEXICO	509914 CLASS 24		no use of mark in commerce - will expire 06/4/03
BUSTER BROWN	MEXICO	463569 CLASS 25		no use of mark in commerce - will expire 06/14/03
BUSTER BROWN	MONACO	818,466		02/15/06
BUSTER BROWN	MOROCCO	37,087		02/08/06
BUSTER BROWN	NETHERLANDS	5606		01/30/15
BUSTER BROWN	NEW ZEALAND	72,194		11/26/11
BUSTER BROWN	NICARAGUA	22,375		11/17/02
BUSTER BROWN	NIGERIA	17,422		02/09/08
BUSTER BROWN	NORWAY	69,945		09/09/06
BUSTER BROWN	PAKISTAN	44,715		02/05/03
BUSTER BROWN	PANAMA	73899		09/03/06
BUSTER BROWN	PANAMA	8246		07/13/04
BUSTER BROWN	PARAGUAY	195,839		11/18/07
BUSTER BROWN	PHILIPPINES	Application pending		
BUSTER BROWN	PUERTO RICO	Application pending		
BUSTER BROWN	RUSSIAN FED.	Application pending		
BUSTER BROWN	SABAH	302/64 (OLD 9961)		08/12/99
BUSTER BROWN	SARAWAK	302/64 (OLD 5280)		08/14/99
BUSTER BROWN	SAUDI ARABIA	206/34		expired 02/23/99
BUSTER BROWN	SINGAPORE	4513/90		06/21/07
BUSTER BROWN and Device	SOUTH AFRICA	1271/58		04/22/02
BUSTER BROWN	SWEDEN	218,197		08/03/00
BUSTER BROWN	SWITZERLAND	364,819		07/17/08
BUSTER BROWN	TADJIKISTAN	Application pending		

IPSJN/2388001

BUSTER BROWN	TAIWAN	434,753	03/15/99 - Renewal in Process
BUSTER BROWN	TAIWAN	426,875	01/15/99 - Renewal in Process
BUSTER BROWN	THAILAND	140,282	08/17/98 - Renewal in Process
BUSTER BROWN	UKRAINE	Application pending	
BUSTER BROWN	UNITED ARAB EMIRATES	15,847	02/18/04
BUSTER BROWN	UZBEKISTAN	5,948	01/17/06
BUSTER BROWN	VENEZUELA	32,597	09/10/87 (Pending)
BUSTER BROWN	VENEZUELA	Application pending	
CRAYON CROWD	VENEZUELA	Application pending	
BUSTER BROWN	VIRGIN ISLANDS	1187	06/10/04

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BUSTER BROWN	TAIWAN	426,875	01/15/99 - Renewal in Process
BUSTER BROWN	THAILAND	140,282	08/17/98 - Renewal in Process
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BUSTER BROWN	UNITED ARAB EMIRATES	15,847	02/18/04
BUSTER BROWN	UZBEKISTAN	5,948	01/17/06
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BUSTER BROWN	HAITI	240/74	09/11/05
BUSTER BROWN	HONDURAS	13,432	07/04/06

PSN1238500.1

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PSN07238500.1

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BUSTER BROWN	SWEDEN	218,197		08/03/00
BUSTER BROWN	SWITZERLAND	364,819		07/17/08
BUSTER BROWN	TADJIKISTAN	Application pending		

PSJND/239500.1

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CRAYON CROWD	VENEZUELA	Application pending	
BUSTER BROWN	VIRGIN ISLANDS	1187	06/10/04

PSJN2335W.1

RELEASE OF SECURITY INTEREST

WHEREAS, Buster Brown Apparel, Inc., a Delaware corporation having its principal place of business at 2001 Wheeler Avenue, Chattanooga, Tennessee 37406 ("Buster Brown") has granted a security interest to Foothill Capital Corporation, a California corporation having its principal place of business at Suite 1500, 11111 Santa Monica Boulevard, Los Angeles, California 90025 ("Foothill") in and to the trademarks and the registrations associated therewith, pursuant to two agreements (the "Agreements") between Buster Brown and Foothill dated November 2, 1996 and August 5, 1998, respectively;

WHEREAS on or about December 4, 1996, one of the Agreements, a Collateral Assignment of Patents and Trademarks, was submitted for recordation in the U.S. Patent and Trademark Office and was recorded, at Reel/Frame 1773/0499, concerning the security interest granted pursuant to such document;

WHEREAS on or about August 25, 1998, the other Agreement, a Trademark Security Agreement, was submitted for recordation in the U.S. Patent and Trademark Office and was recorded, at Reel/Frame 1533/0826, concerning the security interest granted pursuant to such document;

WHEREAS on or about August 3, 1998, Foothill executed a Release by Secured Party, which document was submitted for recordation in the U.S. Patent and Trademark Office and was recorded, at Reel/Frame 1773/0543, concerning the release of a security interest pursuant to such document;

WHEREAS, all conditions set forth in the Agreements concerning the security interests have now been satisfied; and

WHEREAS, the parties wish to evidence the satisfaction of such conditions and the release of the security interest in and to the trademarks identified on Schedule A, to the extent not previously released, and wish to evidence the release of the security interest in and to the

same by the recordation of this document in the U.S. Patent and Trademark Office;

NOW, THEREFORE, in consideration of the foregoing representations and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged:

Foothill hereby releases the entire security interest in the trademarks identified in Schedule A, to the full extent that any security interest was granted in the same by either Agreement and not previously released.

This release of security interest is being executed by Foothill with the intention that it be recorded in the U.S. Patent and Trademark Office to evidence that the above-identified trademarks are not subject to the security interest as set forth in said Agreements.

IN WITNESS WHEREOF, Foothill has executed this release of security interest as of the 25 day of June, 1999.

FOOTHILL CAPITAL CORPORATION

By: Victor Barwig
Name: Victor Barwig
Title: Vice President