

09-19-2002



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

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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): 9.19.02 Fairbrooke Company, Inc.

- 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

Execution Date:

2. Name and address of receiving party(ies) Name: Century Business Credit Corporation

Internal Address:

Street Address: 119 West 40th Street

City: New York State: NY Zip: 10018

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State NY 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) SN 76/431968, SN 76/431967, SN 76/431966 and SN 76/431965

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: Lisa Terminiello / Wolf Black

Internal Address:

Street Address: 250 Park Avenue

10th Floor

City: New York State: NY Zip: 10177

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41) \$ 115.00

- 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.

Lisa Terminiello Name of Person Signing

Lisa Terminiello Signature

7/31/02 Date

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

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

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TRADEMARK REEL: 002585 FRAME: 0106

NOTICE OF COLLATERAL ASSIGNMENT FOR SECURITY (TRADEMARKS)

WHEREAS, FAIRBROOKE COMPANY, INC., ("Assignor") has adopted, used and is using the trademarks and service marks as indicated on the annexed Schedule A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, Assignor has entered into a Trademark Security Agreement dated as of July 29, 2002 (the "Security Agreement") in favor of Century Business Credit Corporation (the "Assignee");

WHEREAS, pursuant to the Security Agreement, Assignor has collaterally 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 owned by it, together with the good-will of the business symbolized by such 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 (collectively, 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, subject to the terms and conditions of the Security Agreement, which is hereby incorporated herein by reference as if fully set forth herein, Assignor does hereby collaterally 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.

IN WITNESS WHEREOF, Assignor has caused this Notice of Collateral Assignment for Security to be duly executed by its officer thereunto duly authorized as of July 29, 2002.

FAIRBROOKE COMPANY, INC.

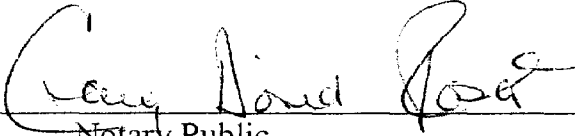
By: _____

Name: _____

Title: _____

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

On this 29th day of July, 2002, before me personally came Gregg Solomon, 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 president of FAIRBROOKE COMPANY, INC., a New York corporation, and that he/she executed the foregoing instrument in the firm name of FAIRBROOKE COMPANY, 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

CRAIG DAVID ROSEN
Notary Public, State of New York
No. 01RO003231
Qualified in New York County
Commission Expires Feb 23, 20 06

SCHEDULE A TO ASSIGNMENT FOR SECURITY

(TRADEMARKS)

Pending Applications

1. DRIZZLE- Filed July 16, 2002- Word Mark- International Class 25 for "women's rainwear, coats, raincoats and rain hats". SN76/431968
2. DRIZZLE- Filed July 16, 2002-Work Mark- International Class 25 for "men's rainwear, coats, raincoats, and rain hats". SN76/431967
3. DRIZZLE- Filed July 16, 2002- Design plus words- International Class 25 for men's rainwear, coats, raincoats and rain hats". SN76/431966
4. DRIZZLE- Filed July 16, 2002- Design plus words- International Class 25 for women's rainwear, coats, raincoats and rain hats". SN76/431965