

10-22-1999

FORM PTC-159
1-31-92

RECO
TR

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

6-2-99

Re: MRP 8-13-99
6.2.99



101150790

Tab settings =>=>=>

To the Honorable Commissioner of Patents

Record one attached original documents or copy thereof.

1. Name of conveying party(ies):

Re: MRP 8-13-99
Alexander Doll Company, Inc.
615 West 131st Street
New York, New York 10027

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

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

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

Name: Lasalle Business Credit, Inc., as Agent

Internal Address: _____

Street Address: 135 South LaSalle Street

City: Chicago State: IL ZIP: 60603

Individual(s) citizenship _____

Association _____

General Partnership _____

Limited Partnership _____

Corporation-State Delaware

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

3. Nature of conveyance:

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

Execution Date: May 21, 1999

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

A. Trademark Application No.(s)

SEE ATTACHED A

B. Trademark registration No.(s)

SEE ATTACHED A

Additional numbers attached? Yes No

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

Name: Federal Research Corp.

Internal Address: _____

06/16/1999 DCOATES 00000041 1543701

01 FC:481
02 FC:482
Address: 400 Seventeenth Avenue, N.W.

Suite 101

City: _____ State: DC ZIP: 20004

6. Total number of applications and registrations involved: 6

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)

DO NOT USE THIS SPACE

06/03/1999 MTHAI1 00000225 1543701

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

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

Daphne E. Schmitt

Name of Person Signing

Signature

May 24, 1999

Date

4

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

01 FC:481
02 FC:482
06/16/1999 MTHAI1 00000112 1543701

-40.00 DP
-100.00 DP

Trademark Assignment of Security

Schedule A

<u>Trademark</u>	<u>Registration No.</u>	<u>Registration Date</u>
Madame Alexander	1543701	June 13, 1989
Madame Alexander & Design	1720455	September 29, 1992
Alice Darling	1854246	September 13, 1994
Let's Play	1805442	November 16, 1993
The Well Dressed Bears	1800935	October 26, 1993

<u>Trademark Application</u>	<u>Application No.</u>	<u>Application Date</u>
Madame Alexander	75-544075	August 28, 1998

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, Alexander Doll Company, Inc., a corporation formed under the laws of the State of Delaware, located at 615 West 131st Street, New York, New York 10027 ("Borrower"), 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, Borrower is obligated to LaSalle Business Credit, Inc. ("LaSalle"), each of the other financial institutions (LaSalle and such other financial institutions collectively, the "Lenders") named in or which hereafter become a party to the Loan Agreement (as hereinafter defined) and LaSalle as agent for Lenders (LaSalle in such capacity "Agent"), pursuant to (i) a certain Loan and Security Agreement, dated the date hereof, among Borrower, Lenders and Agent and (ii) a certain Trademark Collateral Security Agreement, dated the date hereof, made by Borrower in favor of Agent for its benefit for the ratable benefit of Lenders (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, Borrower is granting to Agent for its benefit and for the ratable benefit of Lenders a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

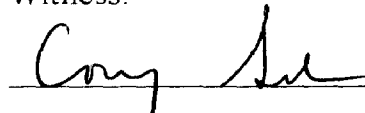
NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Borrower does hereby assign unto and grant to Agent for its benefit and for the ratable benefit of Lenders a security interest in and to the Marks, together with the goodwill of the business symbolized by the 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.

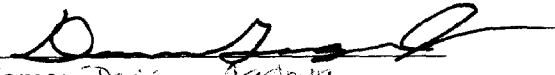
Borrower expressly acknowledges and affirms that the rights and remedies of Agent and Lenders with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: New York, New York
May 21, 1999

ALEXANDER DOLL COMPANY, INC.

Witness:

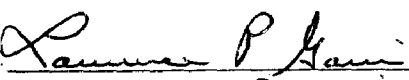


By: 
Name: Denis Egan
Title: Treasurer

LASALLE BUSINESS CREDIT, INC., as Agent

Witness:



By: 
Name: LAWRENCE P. GARWI
Title: FVP

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

On this 21st day of May, 1999, before me personally came Denis Gagnon, to me known, who, being by me duly sworn, did depose and say that he is the Treasurer of Alexander Doll Company, Inc., 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.

Richard Roel
Notary Public

RICHARD ROEL
NOTARY PUBLIC, State of New York
No. 01R05026268
Qualified in Queens County
Commission Expires April 18, 2000

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

On this 21st day of May, 1999, before me personally came Lawrence P. Gagnon, to me known, who, being by me duly sworn, did depose and say that he is the First V.P. of LaSalle Business Credit, Inc., 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.

Richard Roel
Notary Public

RICHARD ROEL
NOTARY PUBLIC, State of New York
No. 01R05026268
Qualified in Queens County
Commission Expires April 18, 2000