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101421786

To the Honorable Commissioner of Patents

... original documents or copy thereof.

1. Name of conveying party(ies):

Northern Group, Inc.  
109 Lafayette Street  
Syosset, NY 11791

- 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 conveyances:

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

Execution Date: June 30, 2000

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

Name: LaSalle Business Credit, Inc., as Agent

Internal Address: \_\_\_\_\_

Street Address: 565 Fifth Avenue, 27th Floor

City: New York State: NY ZIP: 10017

- 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.(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 Research Corporation

Internal Address: \_\_\_\_\_

Street Address: 400 Seventh Avenue, N.W., Suite 101

City: Washington State: DC ZIP: 20004

6. Total number of applications and registrations involved: \_\_\_\_\_

1

7. Total fee (37 CFR 3.41): \_\_\_\_\_

\$ 40<sup>00</sup>

- 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

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40.00 OF

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

Loukia Harris Delores TAYLOR  
Name of Person Signing

Delores Taylor  
Signature

July 6, 2000  
Date

Total number of pages including coversheet, attachments and document: \_\_\_\_\_

4

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

SCHEDULE A

Schedule A to a Trademark Assignment of Security dated June ~~30~~, 2000, by and between Flowing Velvet, Inc. and LaSalle Business Credit, Inc., as Agent.

REGISTRATION NO. OR  
APPLICATION NO.

REGISTRATION OR  
FILING DATE

MARK

0617,605

12/13/55

FLOWING VELVET

**TRADEMARK ASSIGNMENT OF SECURITY**

WHEREAS, Flowing Velvet, Inc., a corporation formed under the laws of New York, located at 35 Engle Street, Hicksville, New York 11801 ("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") and various other financial institutions (collectively, "Lenders") and LaSalle as agent for Lenders ("Agent") pursuant to (i) a certain Loan and Security Agreement, dated the date hereof, among Agent, Lenders, Borrower and the other credit parties named therein and (ii) a certain Trademark Collateral Security Agreement, dated the date hereof, made by Borrower in favor of Agent (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 Agent for its benefit and for the ratable benefit of Lenders 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  
June 29<sup>th</sup>, 2000

Witness:



FLOWING VELVET, INC.

By: Charles Famoso LFC  
Name: CHARLES FAMOSO  
Title: CHIEF FINANCIAL OFFICER

Witness:



LASALLE BUSINESS CREDIT, INC., as Agent

By: Michael Richmond  
Name: Michael Richmond  
Title: Senior Vice President

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

On this 20th day of June, 2000, before me personally came Charles Tamuso, to me known, who, being by me duly sworn, did depose and say that he is the CEO of Flowing Velvet, 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.

DELORES TAYLOR  
Notary Public, State of New York  
No. 01TA6010553  
Qualified in Nassau County  
Certificate Filed in New York County  
Commission Expires July 20, 2003

DeLores Taylor  
Notary Public

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

On this \_\_\_\_ day of June, 2000, before me personally came Michael Richmond, to me known, who, being by me duly sworn, did depose and say that s/he is the Senior Vice President of LaSalle Business Credit, Inc., the company described in and which executed the foregoing instrument; and that he was authorized to sign his name thereto on behalf of said company.

DeLores Taylor  
Notary Public

DELORES TAYLOR  
Notary Public, State of New York  
No. 01TA6010553  
Qualified in Nassau County  
Certificate Filed in New York County  
Commission Expires July 20, 2003