

08-16-1999



2 SHEET
-Y

101119265

TO: The Commissioner of Patents and Trademarks. Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)

Conveyance Type

- Assignment
- Security Agreement
- License
- Nunc Pro Tunc Assignment

Document ID#

Effective Date
Month Day Year

- Correction of PTO Error

Reel # Frame #

- Merger

7/29/99

- Corrective Document

Reel # Frame #

- Change of Name

- Other

Conveying Party **8-11-99**

- Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

BANKBOSTON, N.A.

7/29/99

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association

- Other

- Citizenship /State of Incorporation/Organization

Receiving Party

- Mark if additional names of receiving parties attached

Name

Starter Corporation

DBA/AKA/TA

Composed of

Address (line 1)

370 James Road

Address (line 2)

Address (line 3)

New Haven

CT

06513

City

State/Country

Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)

- Other

- Citizenship/State of Incorporation/Organization

08/13/1999 BCOATES 00000019 75644500

FOR OFFICE USE ONLY

1415E

01 FC:481 40.00 DP
02 FC:482 1375.00 DP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded and required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 001936 FRAME: 0296

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone
Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text" value="75/644,500"/>	<input type="text" value="75/564,237"/>	<input type="text" value="75/557,182"/>
<input type="text" value="75/543,995"/>	<input type="text" value="75/543,544"/>	<input type="text" value="75/429,097"/>
<input type="text" value="75/424,643"/>	<input type="text" value="75/404,480"/>	<input type="text" value="75/395,064"/>

<input type="text" value="1,175,308"/>	<input type="text" value="1,210,630"/>	<input type="text" value="1,478,788"/>
<input type="text" value="1,508,324"/>	<input type="text" value="1,614,937"/>	<input type="text" value="1,745,879"/>
<input type="text" value="1,751,356"/>	<input type="text" value="1,780,399"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:
Deposit Account

Enclosed

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

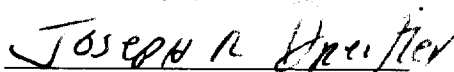
Authorization to charge additional fees:

Yes


No

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. Charges to deposit account are authorized, as indicated herein.


Name of Person Signing


Signature


Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

FORM PTO-1618C
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Mark if additional names of conveying parties attached

Enter Additional Conveying Party

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Enter Additional Receiving Party

Name

DBA/AK/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

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Corporation Association

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Mark if additional numbers attached

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Trademark Application Number(s)

Registration Number(s)

<input type="text" value="75/333,931"/>	<input type="text" value="75,329,287"/>	<input type="text" value="75/352,206"/>
<input type="text" value="75/294,584"/>	<input type="text" value="75/177,602"/>	<input type="text" value="75/177,601"/>
<input type="text" value="74/468,405"/>	<input type="text" value="74/428,320"/>	<input type="text" value="74/374,974"/>
<input type="text" value="74/374,973"/>	<input type="text" value="74/374,970"/>	<input type="text" value="74/374,969"/>
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<input type="text" value="1,789,472"/>	<input type="text" value="1,793,726"/>	<input type="text" value="1,822,845"/>
<input type="text" value="1,848,629"/>	<input type="text" value="1,855,236"/>	<input type="text" value="1,880,671"/>
<input type="text" value="1,883,003"/>	<input type="text" value="1,890,571"/>	<input type="text" value="1,893,624"/>
<input type="text" value="1,893,625"/>	<input type="text" value="1,893,659"/>	<input type="text" value="1,896,998"/>
<input type="text" value="1,897,570"/>	<input type="text" value="1,898,402"/>	<input type="text" value="1,906,920"/>
<input type="text" value="1,923,744"/>	<input type="text" value="1,951,858"/>	<input type="text" value="2,041,401"/>
<input type="text" value="2,046,182"/>	<input type="text" value="2,070,084"/>	<input type="text" value="2,105,473"/>

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

Conveying Party

Mark if additional names of conveying parties attached

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Name

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<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="2,134,015"/>	<input type="text" value="2,179,091"/>	<input type="text" value="2,200,628"/>
<input type="text" value="2,209,298"/>	<input type="text" value="2,211,889"/>	<input type="text" value="2,247,531"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
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RELEASE OF SECURITY INTEREST IN TRADEMARKS

This Release of Security Interest in Trademarks is dated as of July 29, 1999, by BANKBOSTON, N.A., as Administrative Agent ("Agent").

WHEREAS, Agent and STARTER CORPORATION, STARTER GALT, INC. and STARTER OUTLET STORES, INC. (all referred to collectively as "Borrowers") were parties to certain Trademark Collateral Security Agreement and Pledge Agreements, and Supplemental Trademark Collateral Security Agreement and Pledge Agreements, including the following:

- 1) Trademark Collateral Security Agreement and Pledge Agreement between STARTER CORPORATION and Agent, dated as of May 13, 1997 and recorded in the U.S. Patent and Trademark Office on June 16, 1997, at Reel 1600 Frame 0326;
- 2) Supplemental Trademark Collateral Security Agreement and Pledge Agreement between STARTER CORPORATION and Agent, dated as of March 31, 1998 and recorded in the U.S. Patent and Trademark Office on June 18, 1998, at Reel 1752 Frame 0397;
- 3) Trademark Collateral Security Agreement and Pledge Agreement between STARTER GALT, INC. and Agent, dated as of May 13, 1997 and recorded in the U.S. Patent and Trademark Office on June 16, 1997, at Reel 1607 Frame 0908;
- 4) Supplemental Trademark Collateral Security Agreement and Pledge Agreement between STARTER GALT, INC. and Agent, dated as of March 31, 1998, and recorded in the U.S. Patent and Trademark Office on June 18, 1998 at Reel 1752 Frame 0665;
- 5) Trademark Collateral Security Agreement and Pledge Agreement between STARTER OUTLET , INC. and Agent, dated as of May 13, 1997, and recorded in the U.S. Patent and Trademark Office on June 16, 1997 at Reel 1599 Frame 0752,

all referred to collectively as the "Agreements".

WHEREAS, pursuant to the Agreements the Borrowers granted, assigned and conveyed to Agent a security interest in Borrowers' right, title and interest in and to all of Borrowers' U.S. and worldwide trademark applications and registrations, including all of Borrowers' owned or existing and filed and acquired or arising and filed: trademarks, service marks, trademark or service mark registrations, trade name or trademark and service mark applications, and including without limitation, the U.S. trademark applications and registrations listed on Schedule A, attached hereto and made a part hereof (the "Trademarks") and together in each case with the goodwill of the Borrowers' business connected with the use of and symbolized by, the Trademarks; and

WHEREAS, Borrowers filed for Bankruptcy in U.S. Bankruptcy Court for the District of Delaware, as Case No. 99-906 (PJW); and


WHEREAS, as part of the Order dated July 14, 1999, the Court granted the Motion of the Borrowers to transfer certain assets, including the Trademarks, free and clear of all Encumbrances under Sections 105 and 363(f) of the Bankruptcy Code, except as may be set forth in the Asset Purchase Agreement, dated on or about July 14, 1999, between the Debtors and Schottenstein\SC Acquisition, L.L.C. (the "Asset Purchase Agreement").

NOW, THEREFORE, Agent hereby releases and terminates its security interest in and liens on the Trademarks, provided, however, the term "Trademarks" shall not include (and the Agent is not terminating its security interests in and liens on) the European Marks (as such term is defined in the Asset Purchase Agreement).

Agent further agrees, solely at Borrowers' expense, to execute such other documents as Borrower shall reasonably request to evidence such termination.

IN WITNESS WHEREOF, Agent has caused this Release of Security Interest in Trademarks to be duly executed as of the day and year first above written.

BANKBOSTON, N.A., as
Administrative Agent

By: 

Name: Robert S. Allen

Title: MANAGING DIRECTOR

COMMONWEALTH OF MASSACHUSETTS)

) SS:
COUNTY OF Suffolk)

The foregoing Release of Security Interest In Trademarks was executed and acknowledged before me on this 3 day of August, 1999, by Robert J Allen, personally known to me to be a MANAGING DIRECTOR of BANKBOSTON, N.A..

Carroll A. Brown
Notary Public

My Commission Expires 11/20/02
Carroll A. Brown
Notary Public

Schedule "A"
STARTER CORPORATION (A DELAWARE CORP.)

<u>Int'l Class</u>	<u>Trademark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
25	STARTER	1,175,308	10/27/81
25	LETTER S and Design	1,210,630	09/28/82
5	STARTER S and Design	1,478,788	03/01/88
25	STARTER	1,508,324	10/11/88
25	S and Design	1,614,937	09/25/90
25	STARTER THE SYMBOL OF AMERICAN SPORTS and Design	1,745,879	01/12/93
25	STARTER IT STARTS WITH THE RIGHT ATTITUDE and Des.	1,751,356	02/29/93
25	LOOK FOR THE STAR	1,780,399	07/06/93
25	BULLPEN	1,789,472	08/24/93
25	STARTER LOOK FOR THE STAR and Design	1,793,726	09/21/93
25	IT STARTS WITH THE RIGHT ATTITUDE	1,822,845	02/22/94
25	E EASTPORT and Design	1,848,629	08/09/94
25	STARTER SPORT	1,855,236	09/20/94
25	IT'S UP TO YOU	1,880,671	02/28/95
25	FLIPSIDE and Design	1,883,003	03/07/95
25	"FLIPSIDE"	1,890,571	04/18/95
18	Star Design	1,893,624	05/09/95
18	S STARTER KIDS and Design	1,893,625	05/09/95
25	STARFIT and Design	1,893,659	05/09/95
25	STARTER	1,896,998	05/30/95
25	RUGGED TERRAIN	1,897,570	06/06/95
25	Shirt Design	1,898,402	06/06/95
25	Hat Design	1,906,920	07/18/95
25	TRI POWER	1,923,744	10/03/95
25	FIRST PICK	1,951,858	01/23/96
18	STARTER	2,041,401	02/25/97

<u>Int'l Class</u>	<u>Trademark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
25	RUGGED TERRAIN	2,046,182	03/18/97
14	S STARTER and Design	2,070,084	06/10/97
28	S STARTER and Design	2,105,473	10/14/97
16	S STARTER and Design	2,134,015	02/03/98
16	S STARTER and Design	2,179,091	08/04/98
25	S STARTER and Design	2,200,628	10/27/98
35	S STARTER and Design	2,209,298	12/08/98
25	TEK/370	2,211,889	12/15/98
25	S STARTER and Design	2,247,531	05/25/99

Pending Applications

<u>Int'l Class</u>	<u>Trademark</u>	<u>Serial No.</u>	<u>Filing Date</u>	
25	S STARTER and Design	75/644,500	02/22/99	
25	CHERRY GROVE COUNTY CLOTHING COMPANY and Des.	75//564,237	10/02/98	
9	STARTER	75/557,182	09/21/98	
25	2 THOUSAND (Stylized)	75/543,995	08/31/98	
25	2000 (Stylized)	75/543,544	08/27/98	
29/30/32	S STARTER and Design	75/429,097	02/05/98	Pub. 11/10/98; NOA 2/2/99
25	LOST TERRITORY	75/424,643	01/28/98	Pub. 11/24/98; NOA 2/16/99
24	S STARTER and Design	75/404,480	12/12/97	Pub. 12/22/98; NOA 3/16/99
25	S1 and Design	75/395,064	11/24/97	Pub. 12/1/98; NOA 2/23/99
25	GAME RECOGNIZES GAME	75/333,931	07/31/97	Pub. 10/20/98; NOA 1/12/99
9	S STARTER and Design	75/329,287	07/23/97	Pub. 7/14/98; NOA 10/6/98
25	PACK TO PACK	75/352,206	09/05/97	Pub. 7/21/98; NOA 3/16/99
25	STARTER OVER BUFFS	75/294,584	05/19/97	Pub. 12/16/97; NOA 3/10/98
25	STARTER BALLGEAR	75/177,602	10/07/96	Pub. 6/3/97; NOA 8/26/97
25	BALLGEAR	75/177,601	10/07/97	Pub. 6/3/97; NOA 8/26/97; SOU Accepted 5/18/99
18	S STARTER and Design	74/468,405	12/10/93	Pub. 10/18/94
25	S STARTER RUGGED TERRAIN and Design	74/428,320	08/23/93	Pub. 3/21/95

Pending Applications

<u>Int'l Class</u>	<u>Trademark</u>	<u>Serial No.</u>	<u>Filing Date</u>	
25	S STARTER and Design	74/374,974	04/1/93	Pub. 12/14/93
25	S and Design	74/374,973	04/01/93	Pub.12/14/93
25	S STARTER KIDS and Des.	74/374,970	04/01/93	Pub. 3/8/94
25	Star Design	74/374,969	04/01/93	Pub. 2/7/95