

02-25-1999



RECORDATION FORM COVER
TRADEMARKS ONL

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To the Honorable Commissioner of Patents and Trademarks. Please record the attached original document or copy thereof.

MRD 2-22-99

<p>1. Name of Party(ies) conveying an interest:</p> <p>First Union National Bank, As Agent 301 South College Street One First Union Center, 5th Floor Charlotte, North Carolina 28288-0608</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation _____ <input checked="" type="checkbox"/> Other <u>National Banking Association</u></p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and Address of Party(ies) receiving an interest:</p> <p>Name: <u>Swift Textiles, Inc.</u> Street Address: <u>5 Concourse Parkway, Suite 2300</u> Internal Address: _____ City: <u>Atlanta</u> State: <u>Georgia</u> Zip: <u>30328</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation <u>Delaware</u> <input type="checkbox"/> Other _____</p> <p>Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of Conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other <u>Termination And Release of Security Interest In Trademarks</u></p> <p>Effective Date: <u>January 28, 1999</u></p>	<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s): <u>75/071,997 75/072,098</u> <u>75/034,787</u></p> <p>B. Trademark Registration No.(s): <u>2,025,856 1,314,708</u> <u>1,312,398 935,415</u></p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Mark H. Webbink, Esq.</u> Internal Address: <u>Moore & Van Allen, PLLC</u> Street Address: <u>2200 West Main Street, Suite 800</u> City: <u>Durham</u> State: <u>NC</u> ZIP: <u>27705</u></p>	<p>6. Total number of applications and registrations involved: <u>7</u></p> <p>7. Total fee (37 CFR 3.4): \$ <u>190.00</u> <input checked="" type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account (Any Deficiency)</p> <p>8. Deposit account number: <u>13-4365</u> (Attach duplicate copy of this form if paying by deposit account):</p>
DO NOT USE THIS SPACE	
<p>9. Statement and signature.</p> <p><i>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.</i></p> <p><u>Mark H. Webbink, Esq.</u> <u>[Signature]</u> <u>2/16/99</u> Name of Person Signing Signature Date</p> <p>Total number of pages including cover sheet, attachments and document: <u>4</u></p>	
<p>Mail documents to be recorded with required cover sheet information to:</p> <p>Commissioner of Patents and Trademarks Box Assignments Washington, D.C. 20231</p>	<p style="text-align: center;">CERTIFICATE OF MAILING</p> <p>I hereby certify that this paper is being deposited with the United States Postal Service as first class mail in an envelope addressed to the Commissioner Of Patent And Trademarks, Washington, DC 20231, BOX ASSIGNMENTS.</p> <p><u>Kim Oakley</u> (Typed or printed name of person signing the certificate)</p> <p><u>[Signature]</u> (Signature of the person signing the certificate)</p> <p><u>2-16-99</u> (Date of Signature)</p>

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01 FC:481 40.00 OP
02 FC:482 150.00 OP

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Agent hereby terminates and releases its security interest in and lien on all of the Pledged Trademarks effective as of the date first set forth above.

The Company hereby acknowledges and accepts the foregoing release and assignment by the Agent, and agrees to take such actions as are necessary to establish a new security interest in the Pledged Trademarks from Swift Denim Properties, Inc. for the ratable benefit of the Lenders of even date herewith.

This Termination and Release may be executed in any number of counterparts which shall together constitute one and the same agreement.

IN WITNESS WHEREOF, the Agent and the Company have executed this Termination and Release, to take effect as of the date first set forth above.

FIRST UNION NATIONAL BANK, as Agent

By: _____
Title: _____ *J.P. SVP*

AS TO FIRST UNION NATIONAL BANK

Sworn to and subscribed before me
this 28th day of January, 1999.

Crystal H. Edwards
Notary Public

My Commission Expires: April 26, 1999

Accepted:

SWIFT TEXTILES, INC.

By: _____
Title: _____

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Agent hereby terminates and releases its security interest in and lien on all of the Pledged Trademarks effective as of the date first set forth above.

The Company hereby acknowledges and accepts the foregoing release and assignment by the Agent, and agrees to take such actions as are necessary to establish a new security interest in the Pledged Trademarks from Swift Denim Properties, Inc. for the ratable benefit of the Lenders of even date herewith.

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IN WITNESS WHEREOF, the Agent and the Company have executed this Termination and Release, to take effect as of the date first set forth above.

FIRST UNION NATIONAL BANK, as Agent

By: _____
Title: _____

AS TO FIRST UNION NATIONAL BANK, N.A.

Sworn to and subscribed before me
this ____ day of _____, 1999.

Notary Public

My Commission Expires: _____

Accepted:

SWIFT TEXTILES, INC.

By: Michael R. Hamm
Title: Executive Vice-President, Secretary and Treasurer

**TERMINATION AND RELEASE
OF SECURITY INTEREST
IN TRADEMARK**

TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARK, dated as of January 28, 1999, by **FIRST UNION NATIONAL BANK.**, as agent for the lenders (the "Agent").

WHEREAS, pursuant to the terms of a Security Agreement dated as of January 29, 1998 (as amended, modified, extended or restated from time to time) by and among Swift Textiles, Inc. (the "Company") and others, as Obligors, and the Agent, as Agent for the financial institutions referenced therein (the "Lenders"), the Company granted to the Agent for the ratable benefit of the Lenders a security interest in and continuing lien on the trademarks shown below:

Pending Applications:

<u>Application Serial No.</u>	<u>Trademark</u>	<u>Filing Date</u>
SWIFT DENIM	75/071,997	3/13/96
SWIFT DENIM WORKS	75/072,098	3/13/96
SWIFT DENIM WORKS	75/034,787	12/19/95

Registered Marks:

<u>Registration No.</u>	<u>Trademark</u>	<u>Date of Registration</u>
SODA POP DENIM BY SWIFT and Design	2,025,856	12/24/96
SWIF-FLEX	1,314,708	1/15/85
SWIFDIGO	1,312,398	1/1/85
SWIFT	935,415	6/6/72

(the "Pledged Trademarks"); and

WHEREAS, the Security Agreement was recorded with the United States Patent and Trademark Office on February 17, 1998, at Reel 1695, Frame 0222;

WHEREAS, concurrent with this release the Company will assign the Pledged Trademarks to Swift Denim Properties, Inc., which entity will grant a new security interest in the Pledged Trademarks in favor of the Lenders;

WHEREAS, the Agent has agreed to terminate and release its security interest in the Pledged Trademarks granted under the Security Agreement as herein provided, so that the only security interest in the Pledged Trademarks in favor of Agent for the ratable benefit of the Lenders will be the security interest granted by Swift Denim Properties, Inc.;