

02-25-1999



DEPT OF COMMERCE
and Trademark Office

RECORDATION 1
TRADEMARK

100972904

MRD 2-22-99

To the Honorable Commissioner of Patents and Trademarks, Please

1. Name of Party(ies) conveying an interest:

Swift Denim Properties, Inc.
7736 McCloud Road, One Triad Center
Greensboro, North Carolina 27409

Individual(s) Association
 General Partnership Limited Partnership
 Corporation Delaware
 Other

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

2. Name and Address of Party(ies) receiving an interest:

Name: First Union National Bank, As Agent
Street Address: 301 South College Street
Internal Address: One First Union Center, 5th Floor
City: Charlotte State: North Carolina Zip: 28288-0608

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation
 Other National Banking Association

Additional name(s) & address(es) attached? Yes No

3. Nature of Conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other Notice of Grant of Security Interest in Trademarks

Effective Date: January 29, 1998

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

A. Trademark Application No.(s): 75/071,997
75/072,098 75/034,787 75/540,651

Additional numbers attached? Yes No

B. Trademark Registration No.(s): 2,025,856 1,314,708
1,312,398 935,415

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

Name: Mark H. Webbink, Esq.
Internal Address: Moore & Van Allen, PLLC
Street Address: 2200 West Main Street, Suite 800
City: Durham State: NC ZIP: 27705

6. Total number of applications and registrations involved: 8

7. Total fee (37 CFR 3.4): \$ 215.00

Enclosed
 Authorized to be charged to deposit account
(Any Deficiency)

8. Deposit account number:
13-4365
(Attach duplicate copy of this form 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.

Mark H. Webbink, Esq. [Signature] 2/16/99
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments and document: 7

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

CERTIFICATE OF MAILING

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.

Kim Oakley
(Typed or printed name of person signing the certificate)

K: Oakley
(Signature of the person signing the certificate)

2-16-99
(Date of Signature)

02/24/1999 DWSUYEN 00000132 2025856

01 FC:481 40.00 DP
02 FC:482 175.00 DP

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of January 29, 1998 (the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and First Union National Bank, as Agent (the "Agent") for the financial institutions referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Agent for the ratable benefit of the Lenders:

TRADEMARKS

<u>Trademark No.</u>	Description of Trademark <u>Item</u>	Date of <u>Trademark</u>
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See attached Schedule A.

TRADEMARK APPLICATIONS


<u>Trademark Applications No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Applications</u>
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See attached Schedule A.

The Obligors and the Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

SWIFT DENIM PROPERTIES, INC.

By: 

Name: Leonard F. Ferro

Title: Vice-President and Treasurer

Acknowledged and Accepted:

FIRST UNION NATIONAL BANK,
as Agent

By: _____

Name: _____

Title: _____

The Obligors and the Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

SWIFT DENIM PROPERTIES, INC.

By: _____

Name: _____

Title: _____

Acknowledged and Accepted:

FIRST UNION NATIONAL BANK,
as Agent

By: _____

Name:  Roger Pelz

Title: Senior Vice President

SCHEDULE A

TRADEMARKS

<u>Trademark No.</u>	<u>Description of Trademark Item</u>	<u>Date of Trademark</u>
2,025,856	SODA POP DENIM BY SWIFT and Design	December 24, 1996
1,314,708	SWIF-FLEX	January 15, 1985
1,312,398	SWIFDIGO	January 1, 1985
935,415	SWIFT	June 6, 1972

TRADEMARK APPLICATIONS

<u>Trademark Applications No.</u>	<u>Description of Trademark Applied For</u>	<u>Date of Trademark Applications</u>
75/071,997	SWIFT DENIM	March 13, 1996
75/072,098	SWIFT DENIM WORKS	March 13, 1996
75/034,787	SWIFT DENIM WORKS	December 19, 1995
75/540,651	SWIFT DENIM SINCE 1882 and Design	August 21, 1998