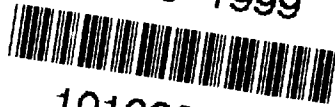
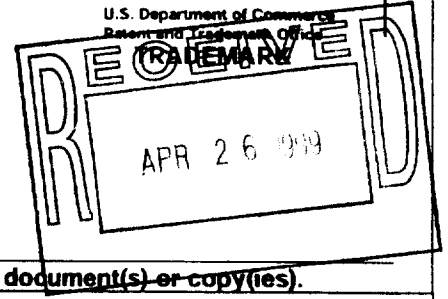


05-05-1999



101028718

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY



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

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other

Effective Date
Month Day Year
04 15 1999

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year
04 15 1999

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

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

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 Assignment.)

Other

Citizenship/State of Incorporation/Organization

05/04/1999 DNGUYEN 00000222 1508237

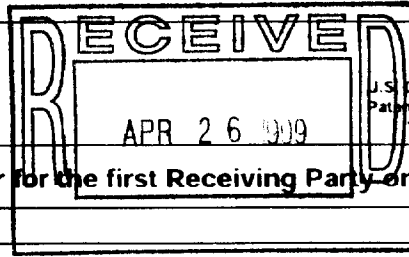
FOR OFFICE USE ONLY

01 FC:481 40.00 DP
02 FC:482 150.00 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 with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 1892 FRAME: 0163



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)

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

Registration Number(s)

<input type="text" value="1508237"/>	<input type="text" value="2075665"/>	<input type="text" value="1968802"/>
<input type="text" value="0817592"/>	<input type="text" value="0766775"/>	<input type="text"/>
<input type="text" value="1290219"/>	<input type="text" value="1227613"/>	<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: Enclosed Deposit Account

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

Daphne Tchao

April 23, 1999

ASSIGNMENT OF INTEREST IN TRADEMARKS

ASSIGNMENT made as of this 15 day of April, 1999, by and between CONGRESS FINANCIAL CORPORATION (NEW ENGLAND), a Massachusetts corporation ("Assignor"), having an office at One Post Office Square, Suite 3600, Boston, Massachusetts 02109 and SOUTHWICK CLOTHING LLC, a Massachusetts limited liability company ("Assignee"), having an office at c/o Bayer Clothing Group, Inc., Target Square, RD4, Box 91B, Clearfield, Pennsylvania 16830.

WITNESSETH

WHEREAS, Assignor entered into a Trademark Collateral Assignment and Security Agreement, as of October 24, 1996, ("Trademark Collateral Assignment and Security Agreement") in which Grieco Bros., Inc. ("Grieco") granted Assignor a security interest in and collateral assignment of trademarks set forth in Schedule A hereto and all trademarks that have been adopted, acquired, owned, held or used by Grieco, in Grieco's business, or with Grieco's products or services, or in which Grieco has any right, title or interest (collectively, the "Marks");

WHEREAS, Assignor has acquired certain right, title and interest to the Marks together with the goodwill of the business symbolized by such Marks and the registrations thereof and applications therefor, pursuant to the Trademark Collateral Assignment and Security Agreement;

WHEREAS, Assignor desires to transfer and assign to Assignee all of its right, title and interest in and to such Marks together with the goodwill of the business symbolized by such Marks and the registrations thereof and applications therefor; and

WHEREAS, it is desired that the assignment of said registrations and applications be made of record in the United States Patent and Trademark Office, and other appropriate Patent and Trademark Offices.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby grant, transfer, assign, convey and set over to Assignee, its successors, assigns and legal representatives, all of the right, title and interest of Assignor in and to the Marks, together with all foreign counterparts thereof, all designs and general intangibles of a like nature, all applications, registrations and recordings relating to the foregoing in the United States Patent and Trademark Office or in any similar office or agency of the United States, any State thereof, any political subdivision thereof or in any other countries, and all reissues, divisions, continuations, extensions and renewals thereof, the goodwill of the business symbolized by each of the Marks, including, without limitation, all customer lists and other records relating to the distribution of products or services bearing such trademarks and any and all proceeds of any of the foregoing, including, without limitation, licenses, royalties and proceeds of infringements suits, the right to sue for past, present and future infringements, and the right to sue for and collect the same of its own use and for the use of its successors, assigns or legal representatives. The provisions of this assignment and of the foregoing sentence are subject in all respects to that certain Asset Purchase Agreement dated of even date herewith by and between the parties hereto, including, without limitation, Section 1.7 (Irrevocable Non-Recourse Sale and Assignment) thereof.

IN WITNESS WHEREOF, Assignor and Assignee have duly executed this

Assignment as of the date and year first above written.

CONGRESS FINANCIAL CORPORATION
(NEW ENGLAND)

By: Marc E Swartz
Name: MARC E SWARTZ
Title: SR VICE PRESIDENT

ACCEPTED:

SOUTHWICK CLOTHING LLC

By: [Signature]
Name: Robert J. Beyer
Title: Managing Member

COMMONWEALTH OF MASSACHUSETTS

Suffolk, ss

April 15, 1999

On this 15th day of April, 1999, before me, personally came Marc E. Swartz to me known, who being duly sworn, did depose and say that he/she is the Sr. Vice President of CONGRESS FINANCIAL CORPORATION (NEW ENGLAND), the corporation described in and which executed the foregoing instruments; and that he signed his/her name thereto by order of the Board of Directors of said corporation.

Before me,

Betty A Sullivan
Notary Public

My Commission Expires:

BETTY ANN SULLIVAN, NOTARY PUBLIC
My Commission Expires April 8, 2005

COMMONWEALTH OF MASSACHUSETTS

Suffolk, ss

April 15, 1999

On this 15 day of April, 1999, before me, personally came Robert Bayer, to me known, who being duly sworn, did depose and say that he/she is the Managing Member of Southwick Clothing LLC, the LLC described in and which executed the foregoing instruments; and that he signed his/her name thereto by order of the Managing Member of said LLC.

Before me,

Aden Patn
Notary Public

My Commission Expires:

9/23/99

SCHEDULE A

PROPERTIES OF GRIECO BROS. INC.

Registered Marks

U. S. A.

Mark: GRIECO
 Regis. No: 817,592 issued Oct 25, 1986
 Case No: 81,113
 Application: No. 225,756 filed Aug 16, 1965
 Action due: Oct 25, 2006 RENEWAL
 Action due: Jan 25, 2007 LATE RENEWAL DATE

Mark: SOUTHWICK
 Regis. No: 766,775 issued Mar 17, 1984
 Case No: 81,115
 Application: No. 169,851 filed May 28, 1963
 Action due: Mar 17, 2004 RENEWAL
 Action due: Jun 17, 2004 LATE RENEWAL DATE

Mark: ULTRA-EASE
 Regis. No: 1,227,613 issued Feb 15, 1983
 Case No: 81,278
 Application: No. 323,267 filed Aug 12, 1981
 Action due: Feb 15, 2003 RENEWAL
 Action due: May 15, 2003 LATE RENEWAL DATE

Mark: SOUTHWICK
 Regis. No: 1,290,219 issued Aug 14, 1984
 Case No: 83,036
 Application: No. 425,369 filed May 11, 1983
 Action due: Aug 14, 2004 RENEWAL
 Action due: Nov 14, 2004 LATE RENEWAL DATE

Mark: GRIECO
 Regis. No: 1,508,237 issued Oct 11, 1988
 Case No: 87,141
 Application: No. 661,931 filed May 20, 1987
 Action due: Oct 11, 2008 RENEWAL
 Action due: Jan 11, 2009 LATE RENEWAL DATE

Registered Marks

U. S. A. (continued)

Mark: WICKETS
 Regis. No: 1,968,802 issued Apr 16, 1996
 Case No: 93,1065
 Application: No. 4/462455 filed Nov 23, 1993
 Action due: Apr 16, 2002 SEC. 8/15 AFFIDAVIT
 Action due: Apr 16, 2006 RENEWAL
 Action due: Jul 16, 2006 LATE RENEWAL DATE

Canada

Mark: SOUTHWICK
 Regis. No: 306,160 issued Aug 23, 1985
 Case No: 83,035
 Application: No. 505,868 filed Jun 28, 1983
 Action due: Aug 23, 2000 RENEWAL
 Action due: Feb 23, 2001 LATE RENEWAL DATE

France

Mark: GRIECO
 Regis. No: 1,193,697 issued Jan 28, 1982
 Case No: 81,111
 Application: No. 619.201 filed Jan 28, 1982
 Action due: Jan 27, 2002 RENEWAL

Mark: SOUTHWICK
 Regis. No: 1,193,457 issued Jan 26, 1982
 Case No: 81,112
 Application: No. 618.782 filed Jan 26, 1982
 Action due: Jan 25, 2002 RENEWAL

Italy

Mark: SOUTHWICK
 Regis. No: 659,505 issued Oct 3, 1995
 Case No: 92,859
 Application: No. 3C000578 filed Feb 25, 1993
 Action due: Feb 25, 2003 RENEWAL
 Action due: Aug 25, 2003 LATE RENEWAL DATE

Registered Marks

Japan

Mark: SOUTHWICK
 Regis. No: 1,513,880 issued May 25, 1982
 Case No: 82,455
 Action due: May 25, 1999 PROOF OF USE
 Action due: May 25, 2002 RENEWAL
 Action due: May 25, 2002 RENEWAL AFFIDAVIT

Mark: CREST DESIGN
 Regis. No: 17480/95 issued May 30, 1985
 Case No: 82,523
 Application: No. 8,170,982 filed Sep 14, 1982
 Action due: May 30, 2005 RENEWAL
 Action due: May 30, 2005 RENEWAL AFFIDAVIT

Mark: SOUTHWICK IN KANA
 Regis. No: 1,626,086 issued Oct 26, 1983
 Case No: 93,973
 Action due: Oct 26, 2003 RENEWAL
 Action due: Oct 26, 2003 RENEWAL AFFIDAVIT

--< End of Listing >--

**SCHEDULE B TO
TRADEMARK COLLATERAL ASSIGNMENT
AND SECURITY AGREEMENT**

TRADEMARK APPLICATIONS

- 1.) Trademark: **SOUTHWICK**
Case No.: 96,812
Application# 75/140,381 Filed July 26, 1996

- 2.) Trademark: **SOUTHWICK SOFTWARE**
Case No.: 96,811
Application # 75/140,628 Filed July 26, 1996

6913891 v1 - KEFFERLE - 6/26/96 - 1996/64