

MKP
7-26-99

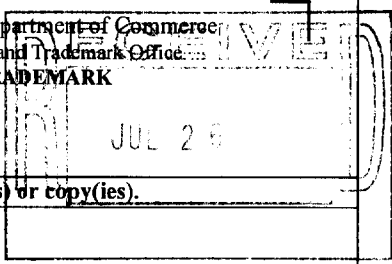
07-28-1999



101101777

TRADEMARKS ONLY

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



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 Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other

Effective Date
Month Day Year
3/10/99

Conveying Party

Mark if additional names of conveying parties attached

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

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
- Other
- Citizenship/State of Incorporation/Organization

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.)

07/27/1999 DNGUYEN 0000202 2101575

FOR OFFICE USE ONLY

01 FC:401
02 FC:402

40-00 00
28-00 00

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

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"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,101,575"/>	<input type="text" value="1,464,698"/>	<input type="text" value="741,665"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,545,023"/>	<input type="text" value="1,275,307"/>	<input type="text" value="741,664"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,919,828"/>	<input type="text" value="1,289,113"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved. #

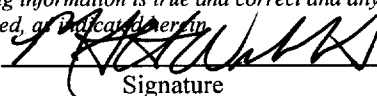
Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account
 Deposit Account (any deficiency)
 (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, or if applicable herein.

Mark H. Webbink
Name of Person Signing


Signature

7/21/99
Date Signed

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Please be advised that pursuant to the Security Agreement dated as of March 10, 1999 (as the same may be amended, modified, extended or restated from time to time, the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A. (formerly known as NationsBank, N.A.), as Collateral Agent (the "Collateral Agent") for the Secured Parties referenced therein (the "Secured Parties"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Collateral Agent for the ratable benefit of the Secured Parties:

TRADEMARKS

<u>Trademark Registration No.</u>	Description of Trademark <u>Item</u>	Date of <u>Trademark</u>
-----------------------------------	---	-----------------------------

SEE THE ATTACHED SCHEDULE A

Trademark Applications


<u>Trademark Applications No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Applications</u>
-----------------------------------	--	--

SEE THE ATTACHED SCHEDULE A

The Obligors and the Collateral Agent, on behalf of the Secured Parties, 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,

UNION UNDERWEAR COMPANY, INC.

By: 
Name: BRIAN J. HANIGAN
Title: Vice President

Acknowledged and Accepted:

BANK OF AMERICA, N.A., f/k/a
NATIONSBANK, N.A.,
as Collateral Agent

By: 
Name: E. PHIFER HELMS
Title: MANAGING DIRECTOR

Schedule A

The Union Underwear Company, Inc. (NY)

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
BLOOPERS! (stylized)	2,101,575	9/30/97
TRI COLORS	1,545,023	6/20/89
KIDS KOLORS	1,919,828	9/19/95
BLOOPERS! (stylized)	1,464,698	11/10/87
WARM FEELINGS	1,275,307	4/24/84
SPORTIQUE and Design	1,289,113	8/7/84
MR. G and Design	741,665	12/4/62
JR. G and Design	741,664	12/4/62

State or Commonwealth Marks

State/Commonwealth	Mark	Registration No.	Registration Date
Puerto Rico	SCREEN STARS	31,097	9/14/92
Puerto Rico	UNDEROOS	21,922	11/10/78