

No. 0651-0011 (REV. 4/91)

07-08-1999

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ISSN

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To the Honorable Commissioner of P

Name of conveying party(ies):

101085260

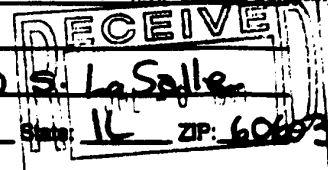
Address of receiving party(ies)

Wormser Company

MPD
7-6-99

Name: American National Bank and Trust Company
of Chicago

Internal Address:



Street Address: 120 S. La Salle

City: Chicago State: IL ZIP: 60603

Individual(s)

Association

General Partnership

Limited Partnership

Corporation-State

Other

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

Nature of conveyance:

Assignment

Merger

Security Agreement

Change of Name

Other

Individual(s) citizenship

Association National Banking

General Partnership

Limited Partnership

Corporation-State

Other

If assignee is not domiciled in the United States, a complete representative assignment is attached: Yes No

(Designations must be a separate document from assignment)

Address name(s) & addresses attached? Yes No

Execution Date: June 15, 1999

Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Name: Laura Konrath

Internal Address: Winston & Strawn

33rd Floor

Street Address: 35 West Wacker Drive

City: Chicago State: IL ZIP: 60601

6. Total number of applications and registrations involved: 9

7. Total fee (37 CFR 3.41).....\$ 240.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

N/A

(Attach duplicate copy of this page if paying by deposit account)

07/08/1999 NTM11 00000041 1296083

DO NOT USE THIS SPACE

01-08-1991

40.00 UP
200.00 UP

Signature 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.

Laura Konrath
Name of Person Signing

Signature

6/28/99
Date

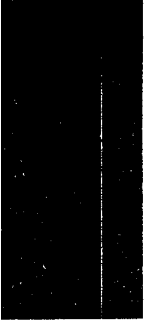
Total number of pages including cover sheet, attachments, and document:

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments

TRADEMARK

REEL: 001959 FRAME: 0318

Continuation Item 1



W.S.W. Co. of Sharon, Inc.
a Tennessee Corporation

Wormser Knitting Mills, Inc.
a North Carolina Corporation

Rebel Screeners, Inc.
a Tennessee Corporation

TRADEMARK
REEL: 001959 FRAME: 0319

Schedule 1

Dr. Denton & Design (abbreviated per Salient instructions due to non-use) no Section 8 & 15 filed	US	R.N. 1,296,083	9/13/84	Salient Corporation	coloring and game books (Int. Cl. 16); clothing--namely, sleepers, pajamas, nightshirts, gowns, blanket sleepers, sweaters, knitted outerwear--namely, caps, booties, mittens, coats, pram suits and burnings, robes, underwear, lycette bibs, hosey, dresses, pants and t-shirts (Int. Cl. 25; boys--namely, dolls, checkers, toy trucks, stuffed animals and inflatable pools (Int. Cl. 28)	
DENTON	US	R.N. 504,101	11/23/48	Denton Mills, Inc.	sleeping garments, including one and two piece sleeping suits, sleeping hoods, and sleeping bags, in the nature of garments (Int. Cl. 25)	YES
DR. DENTON	US	R.N. 1,287,879	7/11/84	Salient Corporation	coloring books and game books (Cancelled Int. Cl. 16); sleepers, pajamas, blanket sleepers, sweaters, knitted outerwear--namely caps, booties, mittens, coats, pram suits and burnings, robes, underwear, hosey, bibs, lycette, dresses, pants and T-shirts (Int. Cl. 25); boys--namely, dolls, checkers, toy trucks, stuffed animals, inflatable pools (Int. Cl. 28)	YES
DENTON	US	R.N. 825,810	3/14/67	Denton Mills, Inc.	underwear and lycette items--namely, shirts, pants, gowns, secques, kimonos and bibs stretch tights, and hosey (US Cl. 39)	YES
DR. DENTON & Design	US	R.N. 1,752,671	2/16/93	Salient Corporation	sleepers, pajamas, blanket sleepers, underwear, nightshirts, night gowns, slippers, sweaters, hats, cloth bibs and clothing diapers in Cl. 25	YES
THE ORIGINAL	US	R.N. 1,755,470	3/2/93	Salient Corporation	slippers, pajamas, blanket sleepers, and	YES

TMS

Continuation
Itemy

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TRADEMARK
REEL: 001959 FRAME: 0320

DR. DENTON	US	R.N. 1,276,919	5/8/84	Salant Corporation	underwear in Class 25	
THE FAMOUS DR. DENTON'S (abandoned per Salant instructions due to non-use) No Section 8 & 15 Filed-					coloring books and game books (Cancelled Int. Cl. (6); sleepers, pajamas, blanket sleepers, sweaters, knitted underwear—namely caps, booties, mittens, coats, gran suits and burdies, robes, underwear, hoodies, bibs, layettes, dresses, pants and T-shirts (Int. Cl. 25); toys—namely, dolls, checkers, toy trucks, stuffed animals, inflatable pools (Int. Cl. 28) toys, namely rattles	YES
DR. DENTON	U.S.	1,900,787	6/20/95	Salant Corporation	sleepwear; underwear, layettes, and outerwear, namely pyjamas, Int. Cl. 25	YES
DR. DENTON	U.S.	1,927,521	10/17/95	Salant Corporation	children's furniture, mirrors, picture frames, bedroom furniture, tables, chests, chairs, benches, cabinets, cradles, figurines, articles of wood, rood, cane, wicker, bone, ivory and substitutes thereof, or of plastics, toy furniture, bedding, cribs, beds, pillows, mattresses and bassinets Cl. 20	Refiled
DR. DENTON	Argentina	R.N. 1,345,613	5/8/89	Denton Mills, Inc. 5/5/99 associate advised to abandon registration and refile new application per J. Wormser instructions	toys—namely, dolls stuffed animals, games, playthings, checkers, toy vehicles, inflatable pools, gymnastic and sporting articles Cl. 28	Refiled
DR. DENTON	Argentina	R.N. 1,345,614	5/8/89	Denton Mills, Inc.; associate advised to abandon registration and refile new application per J. Wormser instructions	clothing—namely, sleepers, pajamas, nightshirts, gowns, blanket sleepers, sweaters, knitted underwear, namely, caps, booties, mittens, coats, gran suits, robes, underwear,	YES
DR. DENTON	Brazil	R.N. 812579755	5/19/92	Denton Mills, Inc.; 5/12/99 letter to associate to proceed with assignment.		

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TRADEMARK
REEL: 001959 FRAME: 0321

DR. DENTON	Brazil	R.N. 814891144	2/13/91	Denton Mills, Inc.; 5/12/99 letter to associate to proceed with assignment;	hyetics, hibs, hesity, dresses, pants, t-shirts, hoon, shoes, and slippers (25)	YES
DR. DENTON	Chile	R.N. 347,609	9/29/89	Denton Mills, Inc.; 4/30/99 letter to associate authorizing renewal and assignment; 5/10/99 letter to associate requesting the registration lapse	books, coloring books, picture books, baby books, disposable diapers, modeling clay and game books in Cl. 16; children's furniture, mirrors, picture frames, bedroom furniture; tables, chairs, chairs, benches cabinets, cradles, figurines, articles and wood, reed, cane, wicker, bone, ivory, and substitutes thereof, or of plastics, toy furniture, bedding, cribs, beds, pillows, mattresses and bassinets in Cl. 20; and toys—namely, dolls, stuffed animals, games, playthings, checkers, toy vehicles, inflatable pools, gymnastic and sporting articles, cradles, bedding, cribs, beds and bassinets in Cl. 28	NO
DR. DENTON	Colombia	R.N. 149,197	9/2/93	Denton Mills, Inc.	Cl. 16	NO
DR. DENTON	Colombia	R.N. 149,198	9/2/93	Denton Mills, Inc.	Cl. 20	NO
DR. DENTON	Colombia	R.N. 150,599	9/2/93	Denton Mills, Inc.	Cl. 25	NO
DR. DENTON	Colombia	R.N. 149,195	9/2/93	Denton Mills, Inc.	Cl. 28	NO
DENTON	France	1,501,241		5/12/99 letter to associate regarding assignment of mark to Wormser		YES

TRADEMARK
 REEL: 001959 FRAME: 0322

DENTON	France	1,515,427	2/21/89	Denton Mills, Inc.; 5/12/99 letter to associate regarding assignment of mark to Wormser	books, coloring books, picture books, baby books, disposable diapers, modeling clay and game books (Cl. 16); children's furniture, mirrors, picture frames; bedroom furniture; tables, chests, chairs, benches, cabinets, cradles, figurines, articles of wood, reed, canoe, wicker, bone, ivory, and substitutes thereof, or of plastics; toy furniture, bedding, cribs, beds, pillows, mattresses and basins (Cl. 20); toys--namely, dolls, stuffed animals, games, playthings, checkers, toy vehicles, inflatable pools, gymnastic and sporting articles (Cl. 28)	YES
DENTON	Germany	1,169,713	2/2/89	Denton Mills, Inc.; 5/3/99 letter sent to associate requesting an assignment be prepared for Wormser	children's furniture, mirrors, picture frames, bedroom furniture, tables, chests, chairs, benches, cabinets, cradles, figurines, articles made of wood, reed, cane, wicker, bone, ivory and substitutes thereof, or of plastics; toy furniture, bedding, cribs, beds, pillows, mattresses, and bassinets (Cl. 20); bed linens, blankets, crib sheets, pillowcases and coverlets (Cl. 24); toys--namely, dolls, stuffed animals, games, playthings, checkers, toy vehicles, inflatable pools, gymnastic and sporting articles	YES
DENTON	Germany	R.N. 1,140,024	8/24/88	Denton Mills, Inc.; 5/3/99 letter sent to associate requesting an assignment be prepared	clothing articles, particularly sleepwear including those having integrated foot parts, pajamas, nightshirts, nightgowns, sweaters, knitted articles of outerwear, particularly	YES

TRADEMARK
REEL: 001959 FRAME: 0323

DR. DENTON	July	R.N. 545,843	5/22/91	for Wormser 5/3/99 letter to associate forwarding assignment and schedule	caps, baby shoes, bed shoes, mittens, coats, baby excursion suits, articles of outerwear, materials, hosiery, dresses, trousers, t-shirts, boots, shoes and house slippers	YES
DR. DENTON	July	R.N. 544,312	11/23/91	3/29/99 associate informed us the renewal application; Petition with Power of Attorney were filed in Wormser's name; 5/3/99 letter to associate forwarding assignment and schedule	books, coloring books, picture books, baby books, disposable diapers, modeling clay and game books (Cl. 16)	YES
DR. DENTON	July	R.N. 544,314	11/23/91	3/29/99 associate informed us the renewal application; Petition with Power of Attorney were filed in Wormser's name; 5/3/99 letter to associate forwarding assignment and schedule	children's furniture, mirrors, picture frames, bedroom furniture, tables, chests, chairs, benches, cabinets, cradles, figurines, articles of wood, reed, cane, wicker, bones, ivory and substitutes thereof, or of plastics, toy furniture, bedding, cribs, beds, pillows, mattresses and bassinets	YES
DR. DENTON	July	R.N. 544,313	11/21/91	3/29/99 associate informed us the renewal application; Petition with Power of Attorney were filed in Wormser's name; 5/3/99 letter to associate forwarding assignment and schedule	Toys—namely, dolls, stuffed animals, games, playthings, checkers, toy vehicles inflatable pools, gymnastic and sporting articles	YES

TRADEMARK
REEL: 001959 FRAME: 0324

DR. DENTON	Israel	R.N. 68,617	duration from filing date 3/1/88	Power of Attorney were filed in Wormser's name; 5/13/99 letter to associate forwarding assignment and schedule		
DR. DENTON	Japan	R.N. 2,212,079	2/23/90	Salant Corporation Denton Mills, Inc.; 5/13/99 sent to associate assignment for recordal; waiting for Power Attorney from Wormser	sleepers, pajamas, blanket sleepers, sweaters; knitted caps, hoodies, mittens; coats, pants suits and hearings; robes, underwear, hosiery; bibs, leycies, dresses, pants and T-shirts dresses, pants, coats, sweaters, underwear, robes, pajamas, gowns, leycies, hosiery, mittens, bibs, caps and all other goods in this class Cl. 17	YES
DR. DENTON*	Japan	R.N. 2,213,084		5/13/99 sent to associate assignment for recordal; waiting for Power Attorney from Wormser		YES
DR. DENTON	Japan	S.N. 211399/92	9/25/92	Salant Corporation; 5/13/99 sent to associate assignment for recordal; waiting for Power Attorney from Wormser	game equipment, billiard equipment, Japanese Go and chess sets, dice, backgammon, dice, cups, diamond games, chess sets, checker sets, magic trick goods, dominos, mahjong goods, toys, dolls; sport goods in Cl. 28	YES
DR. DENTON*	Japan	R.N. 2,363,538	12/25/91	Denton Mills, Inc.; 5/13/99 sent to associate assignment for recordal; waiting for Power Attorney from Wormser	printing markers (excluding those belonging to stationery), drawings and paintings, sculptures, photographs, accessories (Cl. 26)	YES
DR. DENTON	Japan	R.N. 2,344,900	10/30/91	Attorney from Wormser Denton Mills, Inc.;	furniture, as well as other goods in class 20.	YES

TRADEMARK
REEL: 001959 FRAME: 0325

DR. DENTON	Kuwait	R.N. 21,434	6/8/89	Denton Mills, Inc. 5/10/99 letter to associate requesting the registration lapse	namely, seat, fittings, indoor ornaments (excluding drawings and paintings and sculptures), outdoor ornaments (excluding those belonging to any other class), commemorative cups and ritual appliances	NO
DR. DENTON	Kuwait	R.N. 21,435	6/8/89	Denton Mills, Inc. 5/10/99 letter to associate requesting the registration lapse	books, coloring books, picture books, baby books and game books Cl. 16; and clothing--namely, sleepers, pajamas, night shirts, gowns, blanket sleepers, sweaters, knitted outerwear--namely, caps, booties, mittens, coats, pram suits and burtings, robes, underwear, layettes, bibs, hosiery, dresses, pants, t-shirts, boots, shoes and slippers Cl. 25	NO
DR. DENTON & Design	Kuwait	R.N. 20,468	10/5/88	Abandoned per Salant		
DR. DENTON	Mexico	R.N. 350137				YES
Dr. Denton & Design	Philippines	R.N. 48,465	6/25/90	Denton Mills, Inc.	clothing--namely, sleepers, pajamas, nightshirts, gowns, blanket sleepers, sweaters, knitted outerwear--namely, caps, booties, mittens, coats, pram suits and burtings, robes underwear, layettes, bibs, hosiery, dresses,	NO

TRADEMARK
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DR. DENTON	Portugal	R.N. 255,539	Denton from filing date 5/15/89	Denton Mills, Inc.	books including coloring books, picture books, baby books; paper disposable diapers, modeling clay and game books (6)	NO
DR. DENTON	South Korea	R.N. 160,948	10/18/88	Denton Mills, Inc. 5/6/99 letter to associate allow registration to lapse.	shoes, boots, slippers, footwear (Cl. 25)	NO
DR. DENTON	South Korea	R.N. 166,698	1/18/89	Denton Mills, Inc.;; 5/6/99 letter to associate allow registration to lapse.	sleepers, pajamas, nightshirts, gowns, blanket sleepers, sweaters, knitted outerwear, caps, mittens, coats, warm suits and beanies, robes, underwear, lycrtek, tops, hosiery, dresses, pants, T-shirts	NO
DR. DENTON	Spain	R.N. 1,302,975		5/10/99 letter to associate requesting they allow the registration to lapse		NO
DR. DENTON	Spain	R.N. 1,302,974		5/10/99 letter to associate requesting they allow the registration to lapse		NO
DR. DENTON	Spain	R.N. 1,209,514		5/10/99 letter to associate requesting they allow the registration to lapse		NO
DR. DENTON	Taiwan	R.N. 448,443	7/16/89	Denton Mills, Inc. 5/10/99 letter to associate requesting the registration lapse	tables, chests, chairs, benches, cabinets, cradles, bedding, cribs, beds and bassinets Cl. 65	NO
DR. DENTON	Taiwan	R.N. 448,380	7/16/89	Denton Mills, Inc. 5/10/99 letter to associate requesting the registration	books, coloring books, picture books, baby books, game books, and picture frames Cl. 49	NO

TRADEMARK
REEL: 001959 FRAME: 0327

				lapse		
DR. DENTON	Thailand	R.N. 418,668	10/16/88	Denton Mills, Inc. 5/10/99 letter to associate requesting the registration lapse.	toys and games (Cl. 78)	NO
DR. DENTON	Thailand	R.N. 411,877	9/1/88	Denton Mills, Inc. 5/10/99 letter to associate requesting the registration lapse.	clothing—namely, sleepers, pajamas, nightshirts, gowns, blanket sleepers, sweaters, coats, gran suits, and bundings; robes, underwear, layettes, dresses, pants, T-shirts (Cl. 40)	NO
DR. DENTON	Thailand	R.N. 133,570	3/31/89	Denton Mills, Inc. 5/6/99 letter to associate allow registration to lapse.	Cl. 28 prepared by associate dolls, toy stuffed animals, checkers, toy vehicles, inflatable pools, gymnastic articles and toy furniture	NO
DR. DENTON	Thailand	R.N. 134,614	6/13/89	Denton Mills, Inc. 5/6/99 letter to associate allow registration to lapse.	prepared by associate bed, built-in cabinets, table of wood, etc.	NO
DR. DENTON	Thailand	R.N. 133,501	6/13/89	Denton Mills, Inc. 5/6/99 letter to associate allow registration to lapse.	Cl. 16 prepared by associate books, coloring books, picture books, baby books, modeling clay and name books	NO
DR. DENTON	Thailand	R.N. TM671,169 Previous appln No. 171076; previous Reg. No. 121242	11/13/87	Sulant Corporation 5/12/99 letter to associate allow registration to lapse	sleepers, pajamas, nightshirts, gowns, blanket sleepers, sweaters, caps, booties, mittens, coats, gran suits; robes, underwear, layettes, bibs, hosiery, dresses, pants, T-shirts boots, socks, sport shoes and slippers (Cl. 25)	NO
DR. DENTON	Venezuela	S.N. 3670	3/13/89	Denton Mills, Inc.	children's furniture, mirrors, picture frames, bedroom furniture, tables, chests, chairs, benches, cabinets, cradles, figurines, articles of wood, reed, cane, wicker, bone, ivory, and	NO

TRADEMARK
REEL: 001959 FRAME: 0328

					substances thereof, or of plastics, toy furniture, bedding, cribs, beds, pillows, mattresses and cushions in Cl. 32	
DR. DENTON	Venezuela	R.N. 152,947	2/16/94	Denton Mills, Inc.	books, coloring books, picture books, baby books and game books (Int. Cl. 16)	NO
DR. DENTON	Venezuela	R.N. 152,948	2/16/94	Denton Mills, Inc.	books, coloring books, picture books, baby books and game books (Int. Class 16)	NO
DR. DENTON	Venezuela	R.N. 135,632	9/20/88	Denton Mills, Inc.	clothing--namely, sleepers, pajamas, night shirts, gowns, blanket sleepers, sweaters, knitted outerwear--namely, caps, booties, mittens, coats, gown suits and burdanga, robes, underwear, bicyclet, bibs, hosiery, dresses, pants, t-shirts, books, shoes and slippers	NO

TRADEMARK
 REEL: 001959 FRAME: 0329

FIRST AMENDMENT TO PATENT AND
TRADEMARK SECURITY AGREEMENT

This FIRST AMENDMENT TO PATENT AND TRADEMARK SECURITY AGREEMENT, dated as of June 15, 1999 (this "Amendment") among WORMSER COMPANY ("Wormser") an Illinois corporation, W.S.W. CO. OF SHARON, INC. ("WSW"), a Tennessee corporation, WORMSER KNITTING MILLS, INC., a North Carolina corporation ("Mills"), and REBEL SCREENERS, INC. ("Rebel"), a Tennessee corporation (herein collectively, together with their successors and assigns, called the "Companies", and each is sometimes individually referred to herein as a "Company"), and AMERICAN NATIONAL BANK AND TRUST COMPANY OF CHICAGO, a national banking association (herein, together with its successors and assigns, called the "Bank").

RECITALS

A. Wormser, WSW, Rebel and the Bank are party to that certain Amended and Restated Secured Credit Agreement dated as of the date hereof (as amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement").

B. Companies and the Bank are party to that certain Patent and Trademark Security Agreement dated as of December 14, 1995 (as amended, restated, supplemented or otherwise modified from time to time, the "IP Security Agreement").

C. On and subject to the terms and conditions hereof, the Companies have requested from the Bank, and the Bank is willing to grant, amendments to certain provisions of the IP Security Agreement.

D. This Amendment shall constitute a Related Document and these Recitals shall be construed as part of this Amendment; capitalized terms used herein without definition are so used as defined in the Credit Agreement.

NOW, THEREFORE, in consideration of the premises and the mutual covenants hereinafter contained, the parties hereto agree as follows:

1. Amendment to IP Security Agreement. Upon the effectiveness of this Amendment, the IP Security Agreement is hereby amended as follows:

(a) by inserting the following text into Section 3 to the IP Security Agreement as the final text thereof:

"Notwithstanding anything in this Agreement to the contrary, the Bank agrees that any Company may license its rights and interest in any

Trademarks to a third party; provided that such license (a "Permitted License") (i) is in form and substance reasonably satisfactory to the Bank, (ii) shall prohibit such third party from granting a lien or security interest in or on such Trademarks and (iii) shall prohibit any sublicensing of such Trademarks; provided further that in connection with a Permitted License, any Company may pay a portion of any royalties or income with respect such licensed Trademarks to an agent and/or representative of such Company as compensation."

(b) Schedule B to the IP Security Agreement is hereby amended by the addition of the attached Schedule 1 hereto.

2. Consent. The Bank hereby consents to the cessation of Mills' corporate existence by dissolution, merger or otherwise.

3. Representations and Warranties.

(a) After giving effect to the waivers granted by Bank on or prior to the Closing Date and to this Amendment and the transactions contemplated hereby no Event of Default or Unmatured Event of Default shall have occurred or be continuing.

(b) Companies jointly and severally represent and warrant to the Bank that the execution, delivery and performance by each Company of this Amendment and the other documents to which such Company is a party and the consummation of the transactions contemplated hereby are within such Company's corporate powers, have been duly authorized by all necessary corporate action (including, without limitation, all necessary shareholder approval) of such Company, have received all necessary governmental approvals, and do not and will not contravene or conflict with any provision of law applicable to such Company, the certificate or articles of incorporation, certificate of formation, bylaws or operating agreement of such Company, or any order, judgment or decree of any court or other agency of government or any contractual obligation binding upon such Company; and this Amendment, the Credit Agreement and each other Related Document constitutes the legal, valid and binding obligation of each Company enforceable against each Company in accordance with its terms, except as such enforceability may be limited by (a) bankruptcy, insolvency, reorganization or moratorium laws or debtor relief proceedings or any similar laws or proceedings affecting creditors' rights generally or (b) general principles of equity (regardless of whether enforcement is sought in a proceeding in law or at equity).

4. Conditions Precedent. This Amendment shall become effective upon the Bank's receipt of the following items and the satisfaction of the following conditions, as the case may be, all in form and substance satisfactory to the Bank:

(a) Amendment. This Amendment, duly executed by each Company and the Bank.

(b) Schedules. Updated Schedules to the IP Security Agreement.

(c) No Default. No Event of Default or Unmatured Event of Default shall have occurred and be continuing, or would result after giving effect hereto.

(d) Warranties and Representations. The warranties and representations of each Company contained in this Amendment, the Credit Agreement and the other Related Documents shall be true and correct after giving effect hereto.

5. Effect on Related Documents. This Amendment is limited to the specific purpose for which it is granted and, except as specifically set forth above (a) shall not be construed as a consent, waiver or other modification with respect to any term, condition or other provision of the Credit Agreement or any Related Document and (b) each of the Credit Agreement and the Related Documents shall remain in full force and effect and are each hereby ratified and confirmed.

6. Successors and Assigns. This Amendment shall be binding on and shall inure to the benefit of the Companies, the Bank and their respective successors and assigns; provided that no Company may assign its rights, obligations, duties or other interests hereunder without the prior written consent of the Bank. The terms and provisions of this Amendment are for the purpose of defining the relative rights and obligations of the Companies and the Bank with respect to the transactions contemplated hereby and there shall be no third party beneficiaries of any of the terms and provisions of this Amendment.

7. Entire Agreement. This Amendment, including all documents attached hereto, incorporated by reference herein or delivered in connection herewith, constitutes the entire agreement of the parties with respect to the subject matter hereof and supersedes all other understandings, oral or written, with respect to the subject matter hereof.

8. Fees and Expenses. Companies agree to pay on demand all fees, costs and expenses incurred by the Bank in connection with the preparation, execution and delivery of this Amendment.

9. Incorporation of Credit Agreement. The provisions contained in Section 12.9 of the Credit Agreement are incorporated herein by reference to the same extent as if reproduced herein in their entirety with respect to this Amendment and the subject matter hereof.

10. Captions. Section captions used in this Amendment are for convenience only, and shall not affect the construction of this Amendment.

11. Severability. Whenever possible each provision of this Amendment shall be interpreted in such manner as to be effective and valid under applicable law, but if any provision of this Amendment shall be prohibited by or invalid under such law, such provision shall be ineffective to the extent of such prohibition or invalidity, without invalidating the remainder of such provision or the remaining provisions of this Amendment.

12. **Counterparts.** This Amendment may be executed in any number of counterparts and by the different parties on separate counterparts, and each such counterpart shall be deemed to be an original, but all such counterparts shall together constitute but one and the same instrument. Delivery of an executed counterpart of a signature page to this Amendment by telecopy shall be effective as delivery of a manually executed counterpart of this Amendment.

[signature page follows]

IN WITNESS WHEREOF, this Amendment has been duly executed and delivered as of the day and year first above written.

WORMSER COMPANY

By: _____
Title: Exec VP

W.S.W. CO. OF SHARON, INC.

By: _____
Title: Exec VP

WORMSER KNITTING MILLS, INC.

By: _____
Title: Exec VP

REBEL SCREENERS, INC.

By: _____
Title: Exec VP

**AMERICAN NATIONAL BANK
AND TRUST COMPANY OF CHICAGO**

By: _____
Title: _____

**TRADEMARK
REEL: 001959 FRAME: 0334**

IN WITNESS WHEREOF, this Amendment has been duly executed and delivered as of the day and year first above written.

WORMSER COMPANY

By: _____
Title: _____

W.S.W. CO. OF SHARON, INC.

By: _____
Title: _____

WORMSER KNITTING MILLS, INC.

By: _____
Title: _____

REBEL SCREENERS, INC.

By: _____
Title: _____

**AMERICAN NATIONAL BANK
AND TRUST COMPANY OF CHICAGO**

By: Thomas J. Gary
Title: VP

**TRADEMARK
REEL: 001959 FRAME: 0335**

Schedule 1

TMS

DR. DENTON & Design (abandoned per Salant instructions due to non-use) no Section 8 & 15 filed	US	R.N. 1,296,083	9/13/84	Salant Corporation	coloring and game books (Int. Cl. 16); clothing—namely, sleepers, pajamas, nightshirts, gowns, blanket sleepers, sweaters, knitted underwear—namely, caps, booties, mittens, coats, pram suits, and hosiery; robes, underwear, layette bibs, hosiery, dresses, pants and t-shirts (Int. Cl. 25; toys—namely, dolls, checkers, toy trucks, stuffed animals and inflatable pools (Int. Cl. 28))	YES
DENTON	US	R.N. 504,101	11/23/48	Denton Mills, Inc.	sleeping garments, including one and two piece sleeping suits, sleeping hoods, and sleeping bags, in the nature of garments (Int. Cl. 25)	YES
DR. DENTON	US	R.N. 1,287,879	7/31/84	Salant Corporation	coloring books and game books (Cancelled Int. Cl. 16); sleepers, pajamas, blanket sleepers, sweaters, knitted underwear—namely caps, booties, mittens, coats, pram suits and hosiery; robes, underwear, hosiery, bibs, layettes, dresses, pants and T-shirts (Int. Cl. 25); toys—namely, dolls, checkers, toy trucks, stuffed animals, inflatable pools (Int. Cl. 28)	YES
DENTON	US	R.N. 825,810	3/14/67	Denton Mills, Inc.	underwear and layette items—namely, shirts, pants, gowns, sacques, kimonos and bibs stretch tights, and hosiery (US Cl. 39)	YES
DR. DENTON & Design	US	R.N. 1,752,671	2/16/93	Salant Corporation	sleepers, pajamas, blanket sleepers, underwear, nightshirts, night gowns, slippers, sweaters, hats, cloth bibs and clothing diapers in Cl. 25	YES
THE ORIGINAL	US	R.N. 1,755,470	3/2/93	Salant Corporation	sleepers, pajamas, blanket sleepers, and	YES

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DR. DENTON	US	R.N. 1,276,919	5/8/84	Salant Corporation	underwear in Class 25	
THE FAMOUS DR. DENTON'S (abandoned per Salant instructions due to non-use) No Section 8 & 15 Filed-					coloring books and game books (Cancelled Int. Cl. 16); sleepers, pajamas, blanket sleepers, sweaters, knitted underwear--namely caps, booties, mittens, coats, gown suits and handbags, robes, underwear, hosiery, hats, lycettes, dresses, pants and T-shirts (Int. Cl. 25); toys--namely, dolls, checkers, toy trucks, stuffed animals, inflatable pools (Int. Cl. 28) toys, namely rattles	
DR. DENTON	U.S.	1,900,787	6/20/95	Salant Corporation	sleepwear, underwear, lycettes, and outerwear, namely gowns, Int. Cl. 25	YES
DR. DENTON	U.S.	1,927,521	10/17/95	Salant Corporation	children's furniture, mirrors, picture frames, bedroom furniture, tables, chests, chairs, benches, cabinets, cradles, figurines, articles of wood, reed, cane, wicker, bone, ivory and substitutes thereof, or of plastics, toy furniture, bedding, cribs, beds, pillows, mattresses and bassinets Cl. 20	Refilled
DR. DENTON	Argentina	R.N. 1,345,613	5/8/89	Denton Mills, Inc.; S/S/99 associate advised to abandon registration and refile new application per J. Wormser instructions	toys--namely, dolls stuffed animals, games, playthings, checkers, toy vehicles, inflatable pools, gymnastic and sporting articles Cl. 28	Refilled
DR. DENTON	Argentina	R.N. 1,345,614	5/8/89	Denton Mills, Inc.; associate advised to abandon registration and refile new application per J. Wormser; instructions	clothing--namely, sleepers, pajamas, nightshirts, gowns, blanket sleepers, sweaters, knitted underwear, namely, caps booties, mittens, coats, gown suits, robes, underwear,	YES
DR. DENTON	Brazil	R.N. 812579755	5/19/92	Denton Mills, Inc.; S/12/99 letter to associate to proceed with assignment;		

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DR. DENTON	Brazil	R.N. 81489144	2/13/91	Denton Mills, Inc.; 5/12/99 letter to associate to proceed with assignment;	lyrics, bits, busby, dresses, pants, 1-shirts, hats, shoes, and slippers (25)	YES
DR. DENTON	Chile	R.N. 347,609	9/29/89	Denton Mills, Inc.; 4/30/99 letter to associate authorizing renewal and assignment; 5/10/99 letter to associate requesting the registration lapse	books, coloring books, picture books, baby books, disposable diapers, modeling clay and game books in Cl. 16; children's furniture, mirrors, picture frames, bedroom furniture; tables, chests, chairs, benches cabinets, cradles, figurines, articles and wood, reed, cane, wicker, bone, ivory, and substitutes thereof, or of plastics, toy furniture, bedding, cribs, beds, pillows, mattresses and bedspreads in Cl. 20; and toys—namely, dolls, stuffed animals, games, playthings, checkers, toy vehicles, inflatable pools, gymnastic and sporting articles, cradles, bedding, cribs, beds and bedspreads in Cl. 28	NO
DR. DENTON	Colombia	R.N. 149,197	9/2/93	Denton Mills, Inc.	Cl. 16	NO
DR. DENTON	Colombia	R.N. 149,198	9/2/93	Denton Mills, Inc.	Cl. 20	NO
DR. DENTON	Colombia	R.N. 150,599	9/2/93	Denton Mills, Inc.	Cl. 25	NO
DR. DENTON	Colombia	R.N. 149,195	9/2/93	Denton Mills, Inc.	Cl. 28	NO
DENTON	France	1,501,241		5/12/99 letter to associate regarding assignment of mark to Wormser		YES

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DENTON	France	1,515,427	2/21/89	Denton Mills, Inc.; 5/12/99 letter to associate regarding assignment of mark to Wormser	books, coloring books, picture books, baby books, disposable diapers, modeling clay and game books (Cl. 16); children's furniture, mirrors, picture frames; bedroom furniture; tables, chests, chairs, benches, cabinets, cradles, figurines, articles of wood, iron, cane, wicker, bone, ivory, and substitutes thereof; or of plastics, toy furniture, bedding, cribs, beds, pillows, mattresses and beanbags (Cl. 20); toys—namely, dolls, stuffed animals, games, playthings, checkers, toy vehicles, inflatable pools, gymnastic and sporting articles (Cl. 28)	YES
DENTON	Germany	1,169,713	2/27/89	Denton Mills, Inc. 5/3/99 letter sent to associate requesting an assignment be prepared for Wormser	children's furniture, mirror, picture frames, bedroom furniture, tables, chests, chairs, benches, cabinets, cradles, figurines, articles made of wood, iron, cane, wicker, bone, ivory and substitutes thereof; or of plastics, toy furniture, bedding, cribs, beds, pillows, mattresses and beanbags (Cl. 20); bed linens, blankets, crib sheets, pillowcases and comforters (Cl. 24); toys—namely, dolls, stuffed animals, games, playthings, checkers, toy vehicles, inflatable pools, gymnastic and sporting articles	YES
DENTON	Germany	R.N. 1,140,024	8/24/88	Denton Mills, Inc. 5/3/99 letter sent to associate requesting an assignment be prepared	clothing articles, particularly sleepwear including those having integrated foot parts, pajamas, nightshirts, nightgowns, sweaters, knitted articles of outerwear, particularly	YES

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DR. DENTON	Italy	R.N. 545,843	5/22/91	3/29/99 letter to associate forwarding assignment and schedule	for Wormser	caps, baby shoes, bed shoes, uniforms, coats, baby excursion suits, articles of outerwear, materials, hosiery, dresses, trousers, t-shirts, boots, shoes and house slippers	YES
DR. DENTON	Italy	R.N. 544,312	11/23/91	3/29/99 associate informed us the renewal application; Petition with Power of Attorney were filed in Wormser's name; 5/3/99 letter to associate forwarding assignment and schedule	books, coloring books, picture books, baby books, disposable diapers, modeling clay and game books (Cl. 16)	YES	
DR. DENTON	Italy	R.N. 544,314	11/23/91	3/29/99 associate informed us the renewal application; Petition with Power of Attorney were filed in Wormser's name; 5/3/99 letter to associate forwarding assignment and schedule	children's furniture, mirrors, picture frames, bedroom furniture, tables, chests, chairs, benches, cabinets, cradles, figurines, articles of wood, reed, cane, wicker, bones, ivory and substitutes thereof, or of plastics, toy furniture, bedding, cribs, beds, pillows, mattresses and bassinets	YES	
DR. DENTON	Italy	R.N. 544,313	11/21/91	3/29/99 associate informed us the renewal application; Petition with	Toys-namely, dolls, stuffed animals, games, playthings, checkers, toy vehicles inflatable pools, gymnastic and sporting articles	YES	

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DR. DENTON	Japan	R.N. 2,344,900	10/30/91	Denton Mills, Inc., Attorney from Wormser	furniture, as well as other goods in class 20,	YES
DR. DENTON	Japan	R.N. 2,463,538	12/25/91	Denton Mills, Inc.; 5/13/99 sent to associate assignment for recordal; waiting for Power Attorney from Wormser	printing matters (excluding those belonging to stationery), drawings and paintings, sculptures, photographs, accessories (Cl. 26)	YES
DR. DENTON	Japan	S.N. 211399/92	9/25/92	Salant Corporation; 5/13/99 sent to associate assignment for recordal; waiting for Power Attorney from Wormser	game equipment, billiard equipment, Japanese Go and chess sets, dice, backgammon, dice, cups, diamond games, chess sets, checker sets, magic trick goods, dominoes, mahjong goods, toys, dolls, sport goods in Cl. 28	YES
DR. DENTON*	Japan	R.N. 2,213,084		5/13/99 sent to associate assignment for recordal; waiting for Power Attorney from Wormser		YES
DR. DENTON	Japan	R.N. 2,212,079	7/23/90	Denton Mills, Inc.; 5/13/99 sent to associate assignment for recordal; waiting for Power Attorney from Wormser	class Cl. 17	YES
DR. DENTON	Israel	R.N. 68,617	duration from filing date 3/1/88	Salant Corporation	sleepers, pajamas, blanket sleepers, sweaters, knitted caps, hoodies, mittens, coats, pama suits and burlings, robes, underwear, hosiery, hka, leycies, dresses, pants and T-shirts	NO
				Power of Attorney were filed in Wormser's name; 5/13/99 letter to associate forwarding assignment and schedule		

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				5/10/99 sent to associate assignment for records, waiting for Power Attorney from Wormser	namely, mats, fittings, indoor ornaments, (excluding drawings and paintings and sculptures), outdoor ornaments (excluding those belonging to any other class), commemorative cups and ritual appliances	
DR. DENTON	Kuwait	R.N. 21,434	6/8/89	Denton Mills, Inc. 5/10/99 letter to associate requesting the registration lapse	books, coloring books, picture books, baby books and game books Cl. 16; and clothing - namely, sleepers, pajamas, night shirts, gowns, blanket sleepers, sweaters, knitted outerwear--namely, caps, booties, mittens, coats, pram suits and burblings, robes, underwear, layettes, bibs, hosiery, dresses, pants, t-shirts, boots, shoes and slippers Cl. 25	NO
DR. DENTON & Design	Kuwait	R.N. 20,468	10/5/88	Abandoned per Salant		
DR. DENTON	Mexico	R.N. 350137				YES
Dr. Denton & Design	Philippines	R.N. 48,465	6/25/90	Denton Mills, Inc.	clothing--namely, sleepers, pajamas, nightshirts, gowns, blanket sleepers, sweaters, knitted outerwear--namely, caps, booties, mittens, coats, pram suits and burblings, robes underwear, layettes, bibs, hosiery, dresses,	NO

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DR. DENTON	Portugal	R.N. 255,539	Duration from filing date 5/15/89	Denton Mills, Inc.	gants, and t-shirts (Cl. 25)	NO
DR. DENTON	South Korea	R.N. 160,948	10/18/88	Denton Mills, Inc. allow registration to lapse: 5/6/99 letter to associate	books including coloring books, picture books, baby books; paper disposable diapers, modeling clay and game books (16)	NO
DR. DENTON	South Korea	R.N. 166,698	1/18/89	Denton Mills, Inc. ; 5/6/99 letter to associate allow registration to lapse.	shoes, boots, slippers, footwear (Cl. 25)	NO
DR. DENTON	Spain	R.N. 1302,975		5/10/99 letter to associate requesting they allow the registration to lapse	sleepers, pajamas, nightshirts, gowns, blanket sleepers, sweaters, knitted outerwear, caps, mittens, coats, pram suits and bumpings, robes, underwear, layettes, bibs, hosiery, dresses, pants, T-shirts	NO
DR. DENTON	Spain	R.N. 1302,974		5/10/99 letter to associate requesting they allow the registration to lapse		NO
DR. DENTON	Spain	R.N. 1,209,514		5/10/99 letter to associate requesting they allow the registration to lapse		NO
DR. DENTON	Taiwan	R.N. 448,443	7/16/89	Denton Mills, Inc. 5/10/99 letter to associate requesting the registration lapse	tables, chairs, cots, benches, cabinets, cradles, bedding, cribs, beds and bassinets Cl. 65	NO
DR. DENTON	Taiwan	R.N. 448,380	7/16/89	Denton Mills, Inc. 5/10/99 letter to associate requesting the registration lapse	books, coloring books, picture books, baby books, game books, and picture frames Cl. 49	NO

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DR. DENTON	Thailand	R.N. 418,668	10/16/88	lapse Denton Mills, Inc. 5/1/099 letter to associate requesting the registration lapse.	toys and games (Cl. 7B)	NO
DR. DENTON	Taiwan	R.N. 411,877	9/1/88	Denton Mills, Inc. 5/1/099 letter to associate requesting the registration lapse.	clothing-sweaty, sleepers, pajamas, nightshirt, gown, blanket sleepers, sweaters, coats, rain suits, and hangings, robes, underwear, layettes, dresses, pants, T-shirts (Cl. 40)	NO
DR. DENTON	Thailand	R.N. 133,570	3/31/89	Denton Mills, Inc. 5/6/99 letter to associate allow registration to lapse.	Cl. 28 proposed by associate dolls, toy stuffed animals, checkers, toy vehicles, inflatable pools, gymnastic articles and toy furniture	NO
DR. DENTON	Thailand	R.N. 134,614	6/13/89	Denton Mills, Inc. 5/6/99 letter to associate allow registration to lapse.	proposed by associate bed, built-in cabinets, table of wood, etc.	NO
DR. DENTON	Thailand	R.N. 133,501	6/13/89	Denton Mills, Inc.; 5/6/99 letter to associate allow registration to lapse.	Cl. 16 proposed by associate books, coloring book, picture books, baby books, modeling clay and name books	NO
DR. DENTON	Thailand	R.N. TM671,169 Previous appln No. 171076; previous Reg. No. 121242	11/13/87	Saland Corporation 5/12/99 letter to associate allow registration to lapse	sleepers, pajamas, nightshirts, gown, blanket sleepers, sweaters, caps, booties, mittens, coats, rain suits; robes, underwear, layettes, bibs, hosiery, dresses, pants, T-shirts boots, shoes, sport shoes and slippers (Cl. 25)	NO
DR. DENTON	Venezuela	S.N. 3670	3/13/89	Denton Mills, Inc.	children's furniture: mirrors, picture frames, bedroom furniture, tables, chests, chairs, benches, cabinets, cradles, figurines, articles of wood, metal, cane, wicker, bone, ivory, and	NO

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DR. DENTON	Venezuela	R. N. 152,947	2/16/94	Denton Mills, Inc.	substitutes thereof, or of plastic, for furniture, bedding, cribs, beds, pillows, mattresses and bases in Cl. 32	NO
DR. DENTON	Venezuela	R. N. 152,948	2/16/94	Denton Mills, Inc.	books, coloring books, picture books, baby books and game books (Int. Cl. 16)	NO
DR. DENTON	Venezuela	R. N. 135,632	9/20/88	Denton Mills, Inc.	books, coloring books, picture books, baby books and game books (Int. Class 16) clothing--namely, sleepers, pajamas, night shirts, gowns, blanket sleepers, sweaters, knitted outerwear--namely, caps, booties, mittens, coats, gown suits and hangings, robes, underwear, layettes, bibs, booties, dresses, pants, t-shirts, boots, shoes and slippers	NO