

01-02-2001



COVER SHEET ONLY

12.12.00

101567770

To the Honorable Court

Please record the attached original document(s) or copy thereof.

1. Name of conveying party(ies) (assignor(s)):
 Group B Clothing Company, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other _____

Additional name(s) of conveying party(ies) attached? yes no

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

Name: Kellwood Company
 Address: 600 Kellwood Parkway
Chesterfield, Missouri 63017

City: _____
 State: _____ Zip: _____
 Country: _____

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? yes no

3. Nature of Conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: November 17, 2000

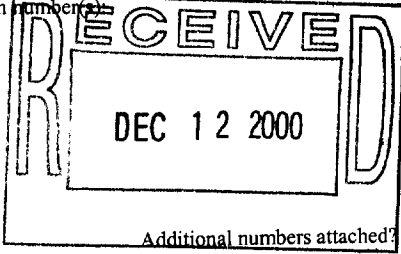
4. Application number(s) or registration number(s)

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,118,021
 2,129,794
 2,018,094
 1,467,457

Additional numbers attached? Yes No



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

Donald G. Leavitt, Esq.
 Senniger, Powers, Leavitt & Roedel
 One Metropolitan Square
 16th Floor
 St. Louis, Missouri 63102
 (314) 231-5400 (telephone)

6. Total number of applications and registrations involved:
 Application(s) _____ + Registration(s): 4 = Total 4

7. Total Fee (37 CFR 3.41) \$ _____
 Enclosed
 Authorized to be charged to deposit account

8. Deposit Account Number: 19-1345
 (Duplicate copy of this sheet attached)
 Charge any underpayment or credit any overpayment to above Deposit Account

12/29/2000 GTON11 00000001 2118021
 01 FQ:481 40.00 DP
 02 FQ:482 75.00 DP

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.

Donald G. Leavitt Dec. 8, 2000
 Signature Date

Name of Person Signing

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

Refund Ref: 12/29/2000 GTON11 0000100677

4

CHECK Refund Total: \$45.00

U.S. TRADEMARK ASSIGNMENT

WHEREAS, Group B Clothing Company, Inc., a California corporation, with offices at 2950 East Vernon Avenue, Vernon, California 90058, ("Assignor") is the owner of the trademarks and registrations therefor (collectively, the "Trademarks") set forth on Exhibit A attached hereto and made a part hereof; and

WHEREAS, Kellwood Company ("Assignee"), a Delaware corporation, with offices at 600 Kellwood Parkway, Chesterfield, Missouri 63017, has acquired the business of Assignor, including the Trademarks, pursuant to an Agreement for Purchase and Sale of Assets with Assignor, dated November 16, 2000.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby sell, assign and transfer unto Assignee Assignor's entire right, title and interest in and to:

The Trademarks and Trademark Registrations therefor, together with the good will of the associated business, all of which are listed on Exhibit A attached hereto and made a part of this Assignment, and all causes of action, past, present and future for infringement or unfair competition with respect thereto and all licenses relating thereto.

Assignor agrees that it will, upon written request of Assignee, from time to time execute reasonable documents prepared at the expense of Assignee meeting the requirements of the respective Trademark Office to record or register Assignee's rights in such Trademarks.

IN WITNESS WHEREOF, this Assignment is made effective this 1st day of December, 2000.

ATTEST:

Marsha Brander
Secretary

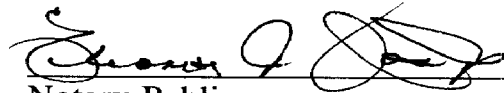
GROUP B CLOTHING COMPANY, INC.

By: [Signature]

STATE OF CALIFORNIA)
COUNTY OF LOS ANGELES)

On Nov. 17, 2000, before me, the undersigned Notary Public, personally appeared MARTIN BRADY, personally known to me to be the person whose name is subscribed to the within instrument and acknowledge to me that he/she executed the same as his/her free act and deed in the capacity of RESIDENT, for the purposes and consideration therein expressed.

Witness my hand and official seal.



Notary Public

My commission expires:

[SEAL]

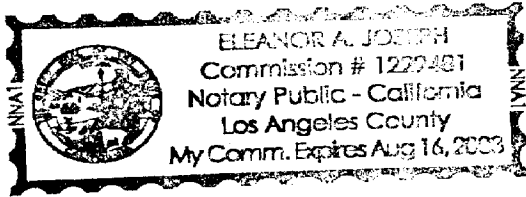


EXHIBIT AGROUP B CLOTHING COMPANY, INC.
U.S. TRADEMARK REGISTRATIONS

| <u>Trademark</u> | <u>Serial No.</u> | <u>Reg. No.</u> | <u>Reg. Date</u> |
|--------------------------|-------------------|-----------------|------------------|
| DEMOCRACY | 75/215,144 | 2,118,021 | 12/02/1997 |
| SOFTWEAR BY DEMOCRACY | 75/060,601 | 2,129,794 | 01/20/1998 |
| FREEDOM TO CHANGE | 74/508,425 | 2,018,094 | 11/19/1996 |
| COMPONIX | 73/652,479 | 1,467,457 | 12/01/1987 |