

08-10-2001



Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)

101807097 COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): 8.3.01
Bremen Trousers, Inc.

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

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

2. Name and address of receiving party(ies)
Name: BT Acquisition LLC
Internal Address: _____
Street Address: Independence Mall East
City: Philadelphia State: PA Zip: 19106

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

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: May 9, 2001

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s)
See Attached.

Additional number(s) attached Yes No

1644908

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Robert F. Zielinski
Internal Address: Wolf Block Schorr and Solis
Cohen LLP
22nd Floor
Street Address: 1650 Arch Street
City: Philadelphia State: PA Zip: 19103

6. Total number of applications and registrations involved: 11

7. Total fee (37 CFR 3.41).....\$ 290.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page 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.

Robert F. Zielinski
Name of Person Signing [Signature] 8/3/01 Date

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

08/09/2001 LMJELLER 00000094 1646902
01 FC:481 40.00 OP
02 FC:482 250.00 OP

TRADEMARK
REEL: 002345 FRAME: 0010

Recordation Form Cover Sheet - Page 2
TRADEMARKS - BT ACQUISITION LLC

Trademark	Reg. No.	Reg. Date
STONELEIGH	1646902	June 4, 1991
ROCKHORN AND DESIGN	1285334	July 10, 1984
MEGAFLEX	1302766	October 30, 1984
BRAVINI	1290207	August 14, 1984
FLEXTRON	1284406	July 3, 1984
COLONY PARK (stylized)	1279052	May 22, 1984
GEMINI BY HIGGINS (stylized)	1283412	June 26, 1984
HIGGINS FAMOUS FOR FIT	1119334	May 29, 1979
HIGGINS	1117334	May 1, 1979
HILTON CLUB	0907216	February 2, 1971
SEBRING	0880036	Noember 4, 1969

**ASSIGNMENT OF TRADEMARKS
IN THE UNITED STATES**

WHEREAS, BREMEN TROUSERS, INC., a corporation organized and existing under the laws of the State of Georgia and having its principal address at 904 Pacific Avenue, Bremen, GA 30110, has adopted, used, is using and is the owner of the following trademarks now registered in the United States Patent and Trademark Office:

REGISTERED MARKS

<i>No.</i>	<i>Trademark</i>	<i>Registration No.</i>	<i>Date of Registration</i>
1.	Stoneleigh	1,646,902	June 4, 1991
2.	Rockhorn ✓	1,285,334	July 10, 1984
3.	Megaflex	1,302,766	October 30, 1984
4.	Bravini ✓	1,290,207	August 14, 1984
5.	Flextron	1,284,406	July 3, 1984
6.	Colony Park ✓	1,279,052	May 22, 1984
7.	Gemini By Higgins	1,283,412	June 26, 1984
8.	Higgins Famous For Fit ✓	1,119,334	May 29, 1979
9.	Higgins ✓	1,117,334	May 1, 1979
10.	Hilton Club ✓	907,216	February 2, 1971
11.	Sebring	880,036	November 4, 1969

WHEREAS, BT Acquisition LLC, a Delaware limited liability company, having a place of business at Independence Mall East, Philadelphia, Pennsylvania 19106 has acquired said trademarks, together with the goodwill of the business associated therewith; and

WHEREAS, the parties wish to acknowledge the assignment and make it of record in the U.S. Patent and Trademark Office.

NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, the full receipt and sufficiency of all which are hereby acknowledged, and intending to be legally bound hereby, Bremen Trousers, Inc. assigns to BT Acquisition LLC, the whole and entire right, title and interest in and to said trademarks, together with the goodwill of the business associated therewith and the registrations therefor.

Signed as of the 9 day of MAY, 2001.

BREMEN TROUSERS, INC.

By: John M. Downey

Name: _____

Title: President