

07-25-2002



102167417

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

Submission Type

New 7.19.02

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 Notice of Grant of Security Interest

Effective Date
Month Day Year
05/29/02

OFFICE OF PATENT & TRADEMARKS
MAY 29 2002 11 00 AM '02

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

05/29/02

Name Bucilla Corporation

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name Bank of America, N.A., as Senior Creditor Agent

DBA/AKA/TA

Composed of

Address (line 1) 101 North Tryon Street

Address (line 2) 15th Floor

Address (line 3) Charlotte North Carolina 28255
City State/Country Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other National Banking Association

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.)

FOR OFFICE USE ONLY

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

07/24/2002 ANNED1 00000208 76265301
01 FC:482
FC:482
320441_1
40.00 OP
575.00 OP

TRADEMARK
REEL: 002549 FRAME: 0655

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" value="76265301"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1306663"/>	<input type="text" value="1263067"/>	<input type="text" value="827915"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1356716"/>	<input type="text" value="1188695"/>	<input type="text" value="776249"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1356715"/>	<input type="text" value="1042371"/>	<input type="text" value="436101"/>

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.

Steven D. Thomas
Name of Person Signing

Steven D. Thomas
Signature

July 19, 2002
Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

Conveying Party **Mark if additional names of conveying parties attached**
Enter Additional Conveying Party

Name Execution Date
Month Day Year

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organizaiton

Receiving Party **Mark if additional names of receiving parties attached**
Enter Additional Receiving Party

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

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Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>	428801	120477	416735
<input type="text"/>	<input type="text"/>	<input type="text"/>	407815	119831	180065
<input type="text"/>	<input type="text"/>	<input type="text"/>	401201	119830	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	389494	44686	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	178881	395916	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	171552	178655	<input type="text"/>

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of May 29, 2002 (the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A., as Senior Creditor Agent (the "Senior Creditor 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 Senior Creditor Agent for the benefit of the Secured Parties:

TRADEMARKS

<u>Trademark No.</u>	Description of Trademark <u>Item</u>	Date of <u>Trademark</u>
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SEE ATTACHED

Trademark Applications

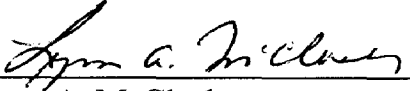
<u>Trademark Applications No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Applications</u>
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SEE ATTACHED

The Obligors and the Senior Creditor 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,

BUCILLA CORPORATION

By: 
Name: Lynn A. McCluskey
Title: Vice President

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Senior Creditor Agent

By: _____
Name: _____
Title: _____

The Obligors and the Senior Creditor 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,

BUCILLA CORPORATION

By: _____
Name: Lynn A. McCluskey
Title: Vice President

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Senior Creditor Agent

By: _____
Name: _____
Title: **STEVE A. ARONOWITZ**
MANAGING DIRECTOR

**Bucilla Corporation
(Delaware Corporation)**

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
VOGART	1306663	11/27/84
Miscellaneous Design	1356716	8/27/95
MISCELLANEOUS and Design	1356715	8/27/85
RIBBAND	1263067	1/3/84
FOUR SEASONS	1188695	2/2/82
GALLERY OF STITCHES (Stylized)	1042371	6/29/76
PARADISE	827915	4/25/67
MIST-AIRE	776249	9/1/64
CAPRICE	436101	1/20/48
LULLABY	428801	4/1/47
ANGEL-LAINE	407815	6/27/44
CASA-LAINE	401201	4/27/43
SOFTEX	389494	8/5/41
BEAR BRAND and Design	178881	1/29/24
MAGICFLOSS (Stylized)	171552	8/7/23
BUCILLA	120477	2/12/18
BUCILLA (Stylized)	119831	12/11/17
BUCILLA (Stylized)	119830	12/11/17
DESIGN ONLY	44686	7/18/05
STRAWTEX	395916	6/16/42
BEAR BRAND	178655	1/15/24
BLUE LABEL	416735	9/25/45
TWINKLE YARN (stylized)	180065	2/19/24

Pending Application

Mark	Serial No.	Filing Date
IN-A-STITCH	76-265301	5/30/01