	FORM PTO-1618A Expires 06/30/99 OMB0651-002705 F1CF OF PUR 10 EECOROR (10) 19 AN 10: 10 RECORDA'	07 - 25 - 2002 Tent of Commerce rademark Office MARK			
	TR. JOL. 17 RECORDA	171717 PC (ALP ()			
	TO: The Commission Patents and Trademarks: P	lease record the attached original document(s) or copy(ies).			
Sub	mission Type New 7.19.02	Conveyance Type Assignment License			
	Resubmission (Non-Recordation) Document ID#	Security Nunc Pro Tunc Assignment Effective Date Month Day Year 05/29/02			
	Correction of PTO Error Reel # Frame #	☐ Merger ☐ Change of Name			
	Comment .	Other Notice of Grant of Security Interest			
	Corrective Document Reel # Frame #				
Cor	nveying Party Mark if addition	al names of conveying parties attached			
		Execution Date Month Day Year			
	Name Bucilla Corporation 05/29/02				
	Formerly				
	Individual General Partnership	Limited Parnership			
	Other				
	Citizenship/State of Incorporation/Organization Delaw	vare			
Re	Citizensinp/state of meorporation/organization	nal names of receiving parties attached			
		anian Craditan Agant			
ļ	Name Bank of America, N.A., as S	emor Creditor Agent			
	DBA/AKA/TA				
	Composed of				
	Address (line 1) 101 North Tryon Street				
	Address (line 2) 15 th Floor				
}	Address (line 3) Charlotte City	North Carolina 28255 State/Country Zip Code			
	Individual General Partnership	Limited Partnership If document to be recorded is an assignment			
	Corporation Association	and the receiving party is not domiciled in the United States, an appointment of a			
	Other National Banking Association	domestic representative should be attached. (Designation must be a separate document			
	Citizenship/State of from Assignment.)				
-	•	OR OFFICE USE ONLY			
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 rmation and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project on Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND			

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

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TRADEMARK REEL: 002549 FRAME: 0728

FORM PTO-1618B		U.S. Department of Commerce		
Expires 06/30/99	Page 2	Patent and Trademark Office		
OMB 0651-0027		TRADEMARK		
Domestic Represent	ative Name and Address			
•	Enter for the first Rec	ceiving Party Only		
		or mg rately only.		
Name				
Tunio [
Address (line 1)				
Address (line 1)				
Address (line 2)				
Address (line 3)				
Address (line 4)				
· /				
Correspondent Name a	and Address			
Correspondent Manie		hone Number (919) 286-8000		
	Area Code and Telep	11011e Nulliber (919) 280-8000		
Steve	en D. Thomas			
Name Steve	in D. Thomas			
D.C.	0. M All DITC			
Address (line 1) Moon	re & Van Allen PLLC			
Address (line 2) 2200	West Main Street			
Address (line 3) Suite	800			
ridaress (mie 5)				
Address (line 4) Durh	am, North Carolina 27705			
Address (line 4) Duri	un, Notur Caronna 27705			
	the total number of pages of the attached conveyance document	5		
includ	ing any attachments.	# 5		
Trademark Applicatio	n Number(s) or Registration Number(s) Ma	rk if additional numbers attached		
	mark Application Number <u>or</u> the Registration Number (DO NOT ENTER			
		The second second property.		
Trademar	k Application Number(s) Reg	istration Number(s)		
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76265201	1206662	2/20/7		
76265301	[1306663]	263067 827915		
	[1356716]	188695 776249		
	1550710	100075		
		042371 436101		
Number of Properties	Enter the total number of properties involved.	# [
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Fee Amount	Fee Amount for Properties Listed (37 CFR 3.41):	\$ 615.00		
Method of Payment: Enclosed \(\sumset \) Deposit Account \(\sumset \)				
Deposit Account				
(Enter for payment by deposit account or if additional fees can be charged to the account.)				
	Deposit Account Number:	# 13-4365		
	Authorization to charge additional fees	Yes No		
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Statement and Signature				
To the hest of my	knowledge and belief, the foregoing information is true and correctand any att	ached copy is a twee copy of the original		
		active copy is a time copy of the original		
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	ges to deposit account are authorized as indicated herein	July 29 2002		
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	FORM PTO-1618A Expires 06/30/99					ademark Office	
	OMB 0651-0027	DECODE	ATION FOR	OM COVED SHEE	TRADE	MARK	
	RECORDATION FORM COVER SHEET CONTINUATION						
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	er Additional Conve			es or conveying pu		_	
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	Name						
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	Citizenship/State of	Incorporation/Organization					
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	Name						
	DBA/AKA/TA						
	Composed of						
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	Address (line 2)						
	Address (line 3)	City	State/	Country	Zip Code		
	Individual	General Partnership	Limited Pa		If document to be recorde	d is an assignment and the	
	Corporation	Association			receiving party is not dom an appointment of a dome	sticiled in the United States,	
	Other				be attached. (Designation document from Assignme	must be a separate	
	Citizenship/State of Incorporation/Organ	ization				,	
	, .						
Tra	demark Application	Number(s) or Registration Number	er(s)	Mark i	f additional numbers atta	ched	
		ademark Application Number <u>or</u> th		Number (DO NOT E	NTER BOTH numbers for	the same property).	
	Trademark Application Number(s) Registration Number(s)						
				428801	120477	416735	
				407815	119831	180065	
				401201	119830		
				389494	44686		
				178881	395916		
				171552	178655		

NOTICE

OF

GRANT OF SECURITY INTEREST

IN

TRADEMARKS

Gentlemen: Please be advised that pursuant to the Working Capital Security Agreement dated as , 2002 (the "Security Agreement") by and among the Obligors party thereto of May 29 (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:

United States Patent and Trademark Office

TRADEMARKS

Description of Trademark Date of Item Trademark Trademark No.

SEE ATTACHED

Trademark Applications

Trademark Description of Trademark Date of Trademark Applications No. Applied For **Applications**

SEE ATTACHED

TRADEMARK REEL: 002549 FRAME: 0731 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

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: STEVE A. ARONOWITZ
Title: 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

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RECORDED: 07/19/2002

TRADEMARK REEL: 002549 FRAME: 0734