

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

10-16-2002



R 102250554 HEET

TRADEMARKS ONLY



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

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # []
- Correction of PTO Error
Reel # [] Frame # []
- Corrective Document
Reel # 002398 Frame # 0438

9-30-02

Conveyance Type

- Assignment
- Security Agreement
- Merger
- Change of Name
- Other

TRADEMARK OFFICE
RECEIVED
SEP 30 2002
EFFECTIVE DATE
MONTH DAY YEAR
REG. NO. 1103916 WITH

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name THOMASTON MILLS, INC.

10092001

Formerly []

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association

Other []

Citizenship/State of Incorporation/Organization GEORGIA

Receiving Party

Mark if additional names of receiving parties attached

Name ATD-AMERICAN CO.

DBA/AKA/TA []

Composed of []

Address (line 1) 135 GREENWOOD AVENUE

Address (line 2) []

Address (line 3) WYNCOTE PENNSYLVANIA 19095

- Individual
- General Partnership
- Limited Partnership

- Corporation
- Association

Other []

Citizenship/State of Incorporation/Organization PENNSYLVANIA

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.)

10/16/2002 DBYRNE 00000125 1103916

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01 FC:8521

40.00 OP

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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. 20531

REEL: 002599 FRAME: 0519

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) | | |
|---------------------------------|----------------------|----------------------|--------------------------------------|----------------------|----------------------|
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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

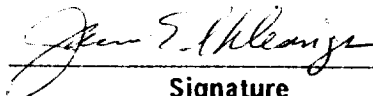
No

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.

James E. Shlesinger

Name of Person Signing



Signature

9-27-02

Date Signed

11-23-2001



101900464

11.9.01



11-09-2001

U.S. Patent & TMOtc/TM Mail Rpt. Dt. #40

U.S. Department of Commerce
Patent and Trademark Office

TRADEMARK

US PATENT
OFFICE
TRADEMARK

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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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Mark if additional names of conveying parties attached

Execution Date
Month Day Year

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10092001

Formerly

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- General Partnership
- Limited Partnership
- Corporation
- Association
- Other

Citizenship/State of Incorporation/Organization GEORGIA

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DBA/KA/TA

Composed of

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Address (line 3) WYNCOTE

PENNSYLVANIA

19095

- Individual
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Citizenship/State of Incorporation/Organization PENNSYLVANIA

11/21/2001 LMJELLER 00000118 75419512

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01 FQ:481
02 FQ:482

40.00 OP
800.00 OP

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Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

REEL: 002599 FRAME: 0521

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)

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Trademark Application Number(s)

Registration Number(s)

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| <input type="text" value="75419515"/> | <input type="text"/> | <input type="text"/> |
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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):

\$

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

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James E. Shlesinger
Name of Person Signing


Signature

11/9/01
Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

FORM PTO-1618C
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

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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| 0539375 | 2178945 | 2082425 |
| 0262136 | 0539348 | 1171334 |
| 0799597 | 0539350 | 0691759 |
| 0692127 | 1633241 | 1223700 |
| 1223699 | 0540776 | 0540784 |
| 0540778 | 0799598 | <input type="text"/> |

TRADEMARK ASSIGNMENT

WHEREAS, THOMASTON MILLS, INC., a Georgia corporation having its principal place of business at 115 East Main Street, Thomaston, Georgia, U.S.A. 30286 (hereinafter, "ASSIGNOR"), desires to transfer and convey any and all rights it may have in a number of trademarks and trademark applications in the United States which are described in detail on Schedule I, attached hereto, (hereinafter, the "Trademarks") and are adopted and used by the ASSIGNOR in its business; and

WHEREAS, ATD-American Co., a Pennsylvania corporation, having its principal place of business at 135 Greenwood Avenue, Wyncote, Pennsylvania, U.S.A. 19095 (hereinafter "ASSIGNEE"), is desirous of obtaining the right, title and interest that ASSIGNOR has in, to and under each of the aforesaid Trademarks;

1. NOW, THEREFORE, for good and valuable consideration received by ASSIGNOR, ASSIGNOR hereby sells, assigns, transfers, and sets over unto the said ASSIGNEE any and all of ASSIGNOR's right, title, and interest, if any, in and to each of the Trademarks, together with the goodwill, if any, of ASSIGNOR'S business connected with the use thereof and symbolized by the Trademarks, for ASSIGNEE's own use and benefit and for the use and benefit of its successors, legal representatives, and assigns.

2. ASSIGNOR agrees that it will sign all lawful papers prepared by ASSIGNOR for filing, and make all rightful oaths required to perfect and record title to the Trademarks, in the United States Patent and Trademark Office. ASSIGNEE shall bear all responsibility for all costs incurred with respect to the maintenance of the Trademarks after the date of this Assignment.

3. ASSIGNEE shall retain the exclusive right to bring and maintain actions for, and to settle, release, and compromise claims for infringement of, the Trademarks occurring prior to the date hereof and to retain the proceeds thereof.

4. Notwithstanding anything to the contrary contained in any other contract or agreement between ASSIGNOR and ASSIGNEE, ASSIGNOR and ASSIGNEE acknowledge and agree that any rights in, to and under the aforesaid properties are being transferred and conveyed hereby on an "AS-IS" basis, without any representations or warranties of any kind whatsoever by ASSIGNOR.

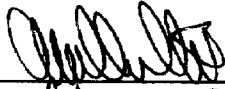
5. Except as otherwise expressly provided herein, no obligation is hereby assumed by either ASSIGNOR or ASSIGNEE to maintain, prosecute, enforce, litigate concerning, assert, or defend the Trademarks or to file any document with respect thereto.

[SIGNATURES APPEAR ON NEXT PAGE]

IN WITNESS WHEREOF, the undersigned have caused these presents to be signed by their respective officers thereunto duly authorized as of the 9th day of October, 2001.

"ASSIGNOR"

THOMASTON MILLS, INC.
a Georgia corporation

By: 
Name: A. Whiston Ott
Title: ASSN. PRESIDENT AND CEO

"ASSIGNEE"

ATD-AMERICAN CO., a Pennsylvania
corporation

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, the undersigned have caused these presents to be signed by their respective officers thereunto duly authorized as of the 9th day of October, 2001.


"ASSIGNOR"

THOMASTON MILLS, INC.
a Georgia corporation

By: _____
Name: _____
Title: _____

"ASSIGNEE"

ATD-AMERICAN CO., a Pennsylvania
corporation

By:  _____
Name: Jerome M. Easton
Title: President

STATE OF GEORGIA)
COUNTY OF Upson)

SS.

On this the 9th day of October, 2001, before me, the undersigned Notary Public, personally appeared the Authorized Officer of THOMASTON MILLS, INC., a Georgia corporation, and acknowledged to me that he, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as such officer.

IN WITNESS WHEREOF, I have hereunder set my hand and official seal.

Patricia R. Skidmore

My Commission Expires:

December 3, 2004

COMMONWEALTH OF PENNSYLVANIA)

)

SS.

COUNTY OF MONTGOMERY)

)

On this the 8th day of October 2001, before me, the undersigned Notary Public, personally appeared the Jerome Zaslow, the President of ATD-AMERICAN CO., a Pennsylvania corporation, and acknowledged to me that he/she, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself/herself as such officer.

IN WITNESS WHEREOF, I have hereunder set my hand and official seal.

Karen M. Farst

NOTARIAL SEAL
KAREN M. FARST Notary Public
Jenkintown Boro. Montgomery County
My Commission Expires April 14, 2003

My Commission Expires:

**SCHEDULE I
THOMASTON MILLS, INC.
U.S. REGISTERED TRADEMARKS**

| Mark | Date of Registration | Registration Number |
|---|----------------------|---------------------|
| AMERICAN MOOD | 2-22-72 | 0929629 |
| CITYSCAPE | 10-6-98 | 2194320 |
| DEPENDABLE THOMASTON FABRICS & Spinning Wheel Design | 9-22-64 | 0777207 |
| DEPENDABLE THOMASTON FABRICS & Spinning Wheel Design | 9-22-64 | 0777473 |
| DEPENDABLE THOMASTON FABRICS & Spinning Wheel Design | 6-12-62 | 0732777 |
| DEPENDABLE THOMASTON FABRICS SINCE 1899 & Spinning Wheel Design | 1-29-91 | 1633240 |
| Design | 7-24-51 | 0545573 |
| DORM PACK | 9-18-01 | 2491527 |
| EASTPORT LINENS | 10-6-98 | 2194319 |
| FROM FIBER TO CONSUMER | 3-6-73 | 0954499 |
| NEW ERA | 10-10-78 | 1130916 |
| PAGE | 3-13-51 | 0539347 |
| QUALITY MUSLIN & Design | 3-13-51 | 0539375 |
| SPLASH | 8-4-98 | 2178945 |
| STONE COTTAGE | 7-22-97 | 2082425 |
| TAVERN | 10-1-29 | 0262136 |
| TAVERN | 3-13-51 | 0539348 |
| TENDER REST | 9-29-81 | 1171334 |
| "THOM-CELL" | 11-30-65 | 0799597 |
| THOMASTON | 3-13-51 | 0539350 |
| THOMASTON | 1-19-60 | 0691759 |
| THOMASTON | 1-26-60 | 0692127 |

| | | |
|---|-----------------|----------------------------|
| THOMASTON | 1-29-91 | 1633241 |
| THOMASTON BED-IN-A-BAG | Filed: 1-16-98 | Application No.: 75-419512 |
| THOMASTON BEDSPREAD IN A BAG | Filed: 12-23-99 | Application No.: 75-883363 |
| THOMASTON MILLS BED-IN-A-BAG | Filed: 1-16-98 | Application No.: 75-419344 |
| THOMASTON MILLS BED IN A BAG | Filed: 1-16-98 | Application No.: 75-419515 |
| THOMASTON DEPENDABLE FINISH & Design | 1-11-83 | 1223700 |
| THOMASTON DEPENDABLE THOM-SET FINISH & Design | 1-11-83 | 1223699 |
| THOMASTON FIRE SIDE | 4-10-51 | 0540776 |
| THOMASTON PAGE QUALITY MUSLIN & Design | 4-10-51 | 0540784 |
| THOMASTON TAVERN QUALITY MUSLIN & Design | 4-10-51 | 0540778 |
| "WAFFLE-AIRE" | 11-30-65 | 0799598 |

**SCHEDULE II
THOMASTON MILLS, INC.
FOREIGN REGISTERED TRADEMARKS**

| Country | Trademark | Registration Number |
|-------------------|---|---------------------|
| Antigua & Barbuda | CITYSCAPE | 1713280 |
| Antigua & Barbuda | SPINNING WHEEL LOGO | 1.625.761 |
| Antigua & Barbuda | THOMASTON | 1.625.762 |
| Argentina | THOMASTON | 1.625.762 |
| Argentina | THOMASTON AND SPINNING WHEEL LOGO | 1.625.761 |
| Argentina | CITYSCAPE | 1.713.830 |
| Aruba | THOMASTON | 91080712 |
| Aruba | THOMASTON AND SPINNING WHEEL LOGO | 91080711 |
| Bolivia | THOMASTON | 56463-C |
| Bolivia | THOMASTON AND SPINNING WHEEL LOGO | 56462-C |
| Brazil | THOMASTON AND SPINNING WHEEL LOGO | 816714371 |
| Canada | THOMASTON | 385798 |
| Canada | THOMASTON FABRICS AND Design | |
| Canada | THOMASTON FABRICS & Spinning Wheel Design | 389389 |
| Canada | NEW ERA | TMA269553 |
| Canada | THOMASTON | TMA269554 |
| Chile | THOMASTON | 390,188 |
| Chile | THOMASTON AND SPINNING WHEEL LOGO | 390,189 |
| Columbia | THOMASTON | 159629 |
| Columbia | DEPENDABLE THOMASTON FABRICS & Design | 160815 |
| Costa Rica | THOMASTON | 81.591 & 82.133 |
| Costa Rica | THOMASTON AND SPINNING WHEEL | 81.327 |

| | | |
|-----------------------------------|---|-----------------|
| | LOGO | |
| Costa Rica | THOMASTON DEVICE | 82.600 |
| Ecuador | THOMASTON | 487-93 |
| Ecuador | THOMASTON AND SPINNING WHEEL LOGO | 488-93 & 489-93 |
| El Salvador | THOMASTON AND SPINNING WHEEL LOGO | 00047 |
| Guam | SPINNING WHEEL LOGO | 72540 |
| Guam | THOMASTON | 73163 |
| Guatemala | THOMASTON | 04485/92 |
| Guatemala | THOMASTON AND SPINNING WHEEL LOGO | 04486/92 |
| Guyana | THOMASTON | 13776A |
| Guyana | THOMASTON AND SPINNING WHEEL LOGO | 13909A |
| Honduras | THOMASTON | 57,087 |
| Honduras | THOMASTON AND SPINNING WHEEL LOGO | 57,086 |
| Mexico | THOMASTON | 394990 |
| Mexico | THOMASTON FABRICS & Design | 398614 |
| Netherlands Antilles (Curacao) | THOMASTON | 16567 |
| Netherlands Antilles (Curacao) | THOMASTON AND SPINNING WHEEL LOGO | 16568 |
| Nicaragua | THOMASTON | 23.198 CC |
| Nicaragua | THOMASTON AND SPINNING WHEEL LOGO | 23.866 & 24.225 |
| Panama | THOMASTON | 73502 & 72483 |
| Panama | THOMASTON AND SPINNING WHEEL LOGO | 73503 |
| Panama | DEPENDABLE THOMASTON FABRIC & Design | 53776 |
| Paraguay | THOMASTON | 158808 |
| Paraguay | THOMASTON AND SPINNING WHEEL LOGO | 158809 |

| | | |
|-------------|--|----------------|
| Peru | THOMASTON | 098582 |
| Peru | THOMASTON AND SPINNING WHEEL LOGO | 098583 |
| Puerto Rico | NEW ERA | 23958 |
| Puerto Rico | SPINNING WHEEL LOGO | 30.565 |
| Puerto Rico | THOMASTON | 23959 & 30.567 |
| Suriname | THOMASTON | 13203 |
| Suriname | THOMASTON AND SPINNING WHEEL LOGO | 13202 |
| Uruguay | THOMASTON | 255.972 |
| Uruguay | THOMASTON AND SPINNING WHEEL LOGO | 252.971 |
| Venezuela | NEW ERA | 112805-F |
| Venezuela | THOMASTON | 115309 |
| Venezuela | CITYSCAPE | 23.577-97 |
| Venezuela | DEPENDABLE THOMASTON FABRICS & Design | F-159802 |
| Venezuela | THOMASTON | F-159803 |