

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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| SUBMISSION TYPE: | NEW ASSIGNMENT |
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| NATURE OF CONVEYANCE: | ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL |
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| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Euralis | | 12/31/2003 | CORPORATION: FRANCE |

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| RECEIVING PARTY DATA | |
| Name: | Warnaco U.S., Inc. |
| Street Address: | 470 Wheelers Farms Road |
| City: | Milford |
| State/Country: | CONNECTICUT |
| Postal Code: | 06460 |
| Entity Type: | CORPORATION: DELAWARE |

| PROPERTY NUMBERS Total: 4 | | |
|---------------------------|---------|-----------|
| Property Type | Number | Word Mark |
| Registration Number: | 2337521 | MY TOP |
| Registration Number: | 1446518 | RASUREL |
| Registration Number: | 2262288 | DAPHNE |
| Registration Number: | 2342431 | CHERYL |

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| CORRESPONDENCE DATA | |
| Fax Number: | (212)894-5663 |
| <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | |
| Phone: | 212-940-8663 |
| Email: | simon.bock@kmzr.com |
| Correspondent Name: | Simon Bock |
| Address Line 1: | 575 Madison Avenue |
| Address Line 4: | New York, NEW YORK 10022-2585 |

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| ATTORNEY DOCKET NUMBER: | 100135-10246 |
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| NAME OF SUBMITTER: | Simon Bock |
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| Total Attachments: 3 | TRADEMARK |
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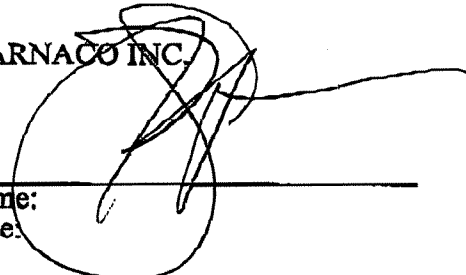
U.S. TRADEMARK ASSIGNMENT

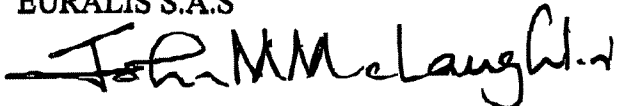
WHEREAS, Warnaco Inc., a corporation organized and existing under the laws of the State of Delaware, having a place of business at 501 Seventh Avenue, New York, New York ("Warnaco"), and Euralis S.A.S, a corporation owned by LEJABY S.A.S, both entities organized and existing under the laws of France, having a place of business at Avenue Du Loup Pendu, Rillieux La Pape, 69140, France, ("Euralis", and together with Warnaco, collectively, the "Assignors"), are the title owners of: (a) the United States Applications and Registrations listed on Schedule A hereto, all filed for and registered in the U.S. Patent and Trademark Office for the benefit of Euralis, directly, as shown on Schedule A; (b) all related Lejaby or Rasurcl primary and secondary trademarks owned by Euralis and not registered in the United States; (all collectively, the "US Marks").

WHEREAS, Warnaco U.S., Inc., a corporation organized under the laws of the State of Delaware, having offices at 470 Wheelers Farms Road, Milford, Connecticut ("Assignee"), is desirous of acquiring all the U.S. Marks and the goodwill associated therewith for exclusive use in the United States only. Whereas, Warnaco US , Inc, will ascertain that the products carrying the above mentioned trademarks will not be redistributed outside the United States of America without prior written approval from Euralis S.A.S.

NOW, THEREFORE, for due and adequate consideration, determined in good faith and at arms length among the parties, the receipt of which is hereby acknowledged, Assignors hereby sell, assign and transfer to Assignee all of Assignors' right, title and interest in and to all the U.S. Marks, together with the goodwill of the business symbolized by such U.S. Marks, for exclusive use in the United States only, and the right to sue for past infringements and to take all other action as owner of the U.S. Marks and the related goodwill.

IN WITNESS WHEREOF, Assignors have caused this Assignment to be signed
in its corporate name by their duly authorized officers this 31st day of December 2003.

WARNACO INC.
By: 
Name: _____
Title: _____

EURALIS S.A.S

By: _____
Name: _____
Title: JOHN M. McLAUGHLIN
PRESIDENT

SCHEDULE A**U.S. Applications and Registrations**

| <u>Mark</u> | <u>Registration No. / Application No.</u> | <u>Registrant</u> |
|---|--|--------------------------|
| MY TOP | R - 2,337,521 | Euralis |
| RASUREL | R - 1,446,518 | Rasurel |
| LEJABY | R - 724,527 | Lejaby |
| WANOIS | R - 2,041,565 | Euralis |
| LEJABY PARIS | R - 2,316,322 | Warnaco U.S. |
| ASTRID | R - 2,262,289 | Euralis |
| DAPHNE | R - 2,262,288 | Euralis |
| LEJABY ROSE | A - 78/268,802 | Warnaco U.S. |
| LEJABY ROSE THE ULTIMATE FRENCH LINGERIE | A - 78/322,511 | Warnaco U.S. |
| CHERYL | R - 2,342,431 | Euralis |
| MISS LEJABY | R - 2,128,909 | Warnaco U.S. |