06-18-2001

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

Tab settings ⇨⇨⇨

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

1. Name of conveying party(ies):
GFD Fabrics, Inc. 6-8-04

- [ ] Individual(s)
- [ ] Association
- [ ] General Partnership
- [ ] Limited Partnership
- [x] Corporation-State
- [ ] Other NC

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

2. Name and address of receiving party(ies)
Name: General Electric Capital
Internal Address: Corporation, as Collateral Agent
Street Address: 335 Madison Avenue, 12th Floor
City: New York State: NY Zip: 10017

- [ ] Individual(s) citizenship
- [ ] Association
- [ ] General Partnership
- [ ] Limited Partnership
- [x] Corporation-State Delaware
- [ ] Other

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 [x] No

3. Nature of conveyance:

- [ ] Assignment
- [ ] Merger
- [x] Security Agreement
- [ ] Change of Name
- [ ] Other

Execution Date: 05/26/2004

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)
SEE ATTACHED SCHEDULE I

B. Trademark Registration No.(s)
SEE ATTACHED SCHEDULE I

Additional number(s) attached [x] Yes [ ] No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Maureen P. Murphy, Legal Assistant
Internal Address:
CAHILL GORDON & REINDEL LLP
Street Address: 80 PINE STREET
City: NEW YORK State: NY Zip: 10005

6. Total number of applications and registrations involved: 109

7. Total fee (37 CFR 3.41).....$ 2740 cc

- [x] Enclosed
- [ ] Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Maureen P. Murphy
Name of Person Signing

Maureen P. Murphy
Signature

June 2, 2004
Date

Total number of pages including cover sheet, attachments, and document: 9

06/17/2004 MGETACHE 00000065 1275236
01 FC:8521 40.00 OP
02 FC:8522 2700.00 OP

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

06-08-2004
U.S. Patent & TMOfc/TM Mail Rcpt Dt. #11

SCHEDULE I
to
TRADEMARK SECURITY AGREEMENT
TRADEMARK REGISTRATIONS AND TRADEMARK APPLICATIONS

United States Registered Trademarks

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GFD Fabrics, Inc.	1,857,010	INTROTEX
GFD Fabrics, Inc.	2,195,736	ETCHTEK
GFD Fabrics, Inc.	2,202,155	MEGASUEDE
GFD Fabrics, Inc.	1,879,800	EUROSUEDE
GFD Fabrics, Inc.	1,880,665	EN GARDE
GFD Fabrics, Inc.	1,886,095	ULTRILURE
GFD Fabrics, Inc.	1,335,607	XERON
GFD Fabrics, Inc.	1,895,608	SUPER SPUN
GFD Fabrics, Inc.	790,765	TRILON
GFD Fabrics, Inc.	1,340,824	ERA II (& DESIGN)
GFD Fabrics, Inc.	1,900,711	INTIMATE MOODS
GFD Fabrics, Inc.	1,344,527	VISCOUNT
GFD Fabrics, Inc.	1,347,999	DECOTUCK
GFD Fabrics, Inc.	1,347,986	WINDECOR
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GFD Fabrics, Inc.	2,272,977	LIQUID SKIN
GFD Fabrics, Inc.	1,360,643	DYNA-MITE
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GFD Fabrics, Inc.	1,373,881	SENSUA
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GFD Fabrics, Inc.	1,400,388	FLANNEL FLANNEL II
GFD Fabrics, Inc.	1,043,587	POLY ONE

SCHEDULE 14 (a) (continued)

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GFD Fabrics, Inc.	1,401,269	VERY VELOUR (STYLIZED)
GFD Fabrics, Inc.	1,401,268	COLOR-LOK (& DESIGN)
GFD Fabrics, Inc.	1,401,261	ORIGINAL GLIMMER
GFD Fabrics, Inc.	1,402,227	VOYANT
GFD Fabrics, Inc.	1,402,228	FORTY WINKS
GFD Fabrics, Inc.	1,402,230	ULTRAVELLE
GFD Fabrics, Inc.	2,383,472	LOCLOOP
GFD Fabrics, Inc.	2,387,952	PAPER PERFECT
GFD Fabrics, Inc.	2,411,749	MICRO BASICS
GFD Fabrics, Inc.	2,413,556	GUILFORD CLASSIC
GFD Fabrics, Inc.	2,423,616	GUILFORD'S TAKE CONTROL
GFD Fabrics, Inc.	2,424,069	GUILFORD'S WPF12
GFD Fabrics, Inc.	1,428,441	POLY SUEDE
GFD Fabrics, Inc.	1,428,439	FR CHEM-FREE FABRICS
GFD Fabrics, Inc.	2,428,435	PRINTEK
GFD Fabrics, Inc.	824,137	ULTRILON
GFD Fabrics, Inc.	2,451,633	GUILFORD COMFORT
GFD Fabrics, Inc.	829,166	ULTRILURE
GFD Fabrics, Inc.	2,462,802	GUILFAST
GFD Fabrics, Inc.	2,461,184	GUILFORD'S SMOOTH SENSATIONS
GFD Fabrics, Inc.	1,445,231	CARESS
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GFD Fabrics, Inc.	2,509,855	NATURSNIT
GFD Fabrics, Inc.	1,469,112	LUSTURA
GFD Fabrics, Inc.	2,521,971	ULTRA LITE BY GUILFORD
GFD Fabrics, Inc.	2,659,017	STORM SHIELD
GFD Fabrics, Inc.	2,527,249	GUILTEC
GFD Fabrics, Inc.	2,527,014	GUILFAST SELECT
GFD Fabrics, Inc.	2,536,690	READY SET DUVET
GFD Fabrics, Inc.	2,565,043	GUILFAST LITE
GFD Fabrics, Inc.	2,713,190	STAT STAR
GFD Fabrics, Inc.	2,571,417	SENSATIABLES
GFD Fabrics, Inc.	2,583,571	GUILFLEX
GFD Fabrics, Inc.	2,581,239	GUILFORD'S ACTION

SCHEDULE 14 (a) (continued)

OWNER	REGISTRATION NO.	MARK
		FLEECE
GFD Fabrics, Inc.	2,605,610	TUC TAC TOE
GFD Fabrics, Inc.	2,643,259	EXTENDED LINK
GFD Fabrics, Inc.	1,513,635	GUIL-TUF
GFD Fabrics, Inc.	1,519,888	GUILFORD'S CAVLON
GFD Fabrics, Inc.	2,685,266	GUIL GRID
GFD Fabrics, Inc.	2,748,168	FRE -FLO PCT
GFD Fabrics, Inc.	1,554,760	PEARLESCENCE
GFD Fabrics, Inc.	1,125,996	DESIREE
GFD Fabrics, Inc.	1,599,657	SHEER SILVER
GFD Fabrics, Inc.	1,613,909	LUSTRELLE
GFD Fabrics, Inc.	901,859	INTIMA
GFD Fabrics, Inc.	1,145,052	GUIL KNITS (& DESIGN)
GFD Fabrics, Inc.	1,155,996	BRILLIANT
GFD Fabrics, Inc.	1,169,388	EN GARDE
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GFD Fabrics, Inc.	2,748,168	FRE –FLO PCT

United States Pending Trademark Applications

APPLICANT	APPLICATION NO.	MARK
GFD Fabrics, Inc.	74/365,015	GUILFORD FABRIC (STYLIZED)
GFD Fabrics, Inc.	75/282,343	PRINTEK BY GUILFORD
GFD Fabrics, Inc.	75/610,904	GUILFORD'S WINTERSCAPES FLEECE COLLECTION
GFD Fabrics, Inc.	75/636,185	GUILFORD'S TAHOE
GFD Fabrics, Inc.	76/020,231	GUILFORD'S DURASUEDE
GFD Fabrics, Inc.	76/020,229	GUILFORD'S ELOQUENCE
GFD Fabrics, Inc.	76/169,236	GUILFORD'S WEATHER GARD
GFD Fabrics, Inc.	76/179,324	GTT-GUILFORD TECHNICAL TEXTILES
GFD Fabrics, Inc.	76/363,640	GTT MEDTEX
GFD Fabrics, Inc.	76/557,092	PCT.100.SE
GFD Fabrics, Inc.	76/557,093	PCT.200.LF

TRADEMARK SECURITY AGREEMENT

TRADEMARK SECURITY AGREEMENT, dated as of May 26, 2004, by GFD Fabrics, Inc. (the "Pledgor"), in favor of General Electric Capital Corporation in its capacity as Collateral Agent (in such capacity, the "Collateral Agent") pursuant to the Credit Agreement.

WITNESSETH:

WHEREAS, the Pledgor is a party to a Pledge and Security Agreement of even date herewith (the "Security Agreement") in favor of the Collateral Agent pursuant to which the Pledgor is required to execute and deliver this Trademark Security Agreement;

NOW, THEREFORE, in consideration of the premises and to induce the Collateral Agent, for the benefit of the Secured Parties, to enter into Credit Agreement, the Pledgor hereby agrees with the Collateral Agent as follows:

SECTION 1. Defined Terms. Unless otherwise defined herein, terms defined in the Security Agreement and used herein have the meaning given to them in the Security Agreement.

SECTION 2. Grant of Security Interest in Trademark Collateral. The Pledgor hereby pledges and grants to the Collateral Agent for the benefit of the Secured Parties a security interest in and to all of its right, title and interest in, to and under all the following Collateral of the Pledgor:

(a) Trademarks of such Pledgor listed on Schedule I attached hereto; provided, however, that to the extent the security interest granted hereunder would cause the invalidation of any U.S. Trademark or service mark application which is the subject of the grant, such security interest shall not be effective against such trademark or service mark application, and the Collateral Agent shall not records its security interest in such trademark or service mark application, in each case until such time as a statement to allege use (or the equivalent) in respect thereof has been filed with, and accepted by, the United States Patent and Trademark Office;

(b) all goodwill associated with such Trademarks; and

(c) all Proceeds of any and all of the foregoing.

SECTION 3. Security Agreement. The security interest granted pursuant to this Trademark Security Agreement is granted in conjunction with the security interest granted to the Collateral Agent pursuant to the Security Agreement and the Pledgor hereby acknowledges and affirms that the rights and remedies of the Collateral Agent with respect to the security interest in the Trademarks made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein. In the event that any provision of this Trademark Security Agreement is deemed to conflict with the

Security Agreement, the provisions of the Security Agreement shall control unless the Collateral Agent shall otherwise determine.

SECTION 4. Termination. Upon the full performance of the Obligations, the Collateral Agent shall execute, acknowledge, and deliver to the Pledgor an instrument in writing in recordable form releasing the collateral pledge, grant, assignment, lien and security interest in the Trademarks under this Trademark Security Agreement.

SECTION 5. Counterparts. This Agreement may be executed in any number of counterparts, and each such counterpart hereof shall be deemed to be an original instrument, but all such counterparts together shall evidence but one instrument. Delivery of an executed counterpart of a signature page of this Agreement by facsimile or other electronic transmission shall be effective as delivery of a manually executed original counterpart of each such instrument.

[signature page follows]

IN WITNESS WHEREOF, the Pledgor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized offer as of the date first set forth above.

Very Truly Yours,

GFD Fabrics, Inc.

By: _____

Name: David H. Taylor
Title: Executive Vice President
And Chief Financial Officer

[Trademark Security Agreement Signature Page]

Accepted and Agreed:

General Electric Capital Corporation,
as Collateral Agent

By: _____
Name: Kenneth L.
Title: Duly authorized Signatory

By: _____
Name:
Title:

[Trademark Security Agreement Signature Page]

SCHEDULE I
to
TRADEMARK SECURITY AGREEMENT
TRADEMARK REGISTRATIONS AND TRADEMARK APPLICATIONS

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GFD Fabrics, Inc.	76/557,093	PCT.200.LF