

RECOF

07-14-2004

EET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



b series

To the Honorable Commissioner of Patents

102790476

original documents or copy thereof.

Name of conveying party(ies):

T. ROY

AMEREX Group Inc.

Individual(s)

Association

General Partnership

Limited Partnership

X Corporation-State NY

Other

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

Nature of conveyance:

Assignment

Merger

Security Agreement

Change of Name

Other

Execution Date: June 22, 2004

2. Name and address of receiving party(ies)

Name: General Electric Capital Corporation, as agent

Internal Address:

Street Address: 201 Merritt 7

City: Norwalk State: CT ZIP: 06851

Individual(s) citizenship

Association

General Partnership

Limited Partnership

Corporation-State

Other

If assignee is not domiciled in the United States, a certified representative designation is attached: Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

Name and address of party to whom correspondence concerning document should be mailed:

Name: Laura Konrath

Internal Address: Winston & Strawn LLP

33rd Floor

Street Address: 35 West Wacker Drive

City: Chicago State: IL ZIP: 60601

6. Total number of applications and registrations involved: 24

7. Total fee (37 CFR 3.41).....\$ 615.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

N/A

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

07/13/2004 LABELER 00000154 76039476

01 FC:0521
02 FE:0322

40.00 OP
575.00 DP

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.

Laura Konrath

Name of Person Signing

Laura Konrath
Signature

Date

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

Mail documents to be recorded with required cover sheet information to:

Continuation
Item 4

SCHEDULE I
To
TRADEMARK SECURITY AGREEMENT

TRADEMARK REGISTRATIONS AND APPLICATIONS

	<u>MARK</u>	<u>COUNTRY</u>	<u>APP/REG No.</u>	<u>OWNER</u>	<u>STATUS</u>
1	1 MADISON	USA	76/039,678	Amerex Group, Inc.	Pending
	1 MADISON (stylized)	Canada	1197822	Amerex Group, Inc.	Pending
	ALPINE STUDIO	Canada	1197826	Amerex Group Inc.	Pending
	ALPINE STUDIO (& Design)	Canada	1197825	Amerex Group Inc.	Pending
	AUSABLE	Canada	TMA360409	Amerex (USA), Inc.	Registered
	AUSABLE	Japan	3175953	Amerex (USA), Inc.	Registered
	AUSABLE	Japan	3182453	Amerex (USA), Inc.	Registered
	AUSABLE	Korea	299239	Amerex (USA), Inc.	Registered
	AUSABLE	Korea	297808	Amerex (USA), Inc.	Registered
	AUSABLE	Taiwan	638619	Amerex (USA), Inc.	Registered
2	AUSABLE	USA	1,507,275	Amerex (USA), Inc.	Registered
3	CARLO BRIANI	USA	1,275,290	Amerex (USA), Inc.	Registered
	CURRENT SEEN	Argentina	1595521	Amerex (USA), Inc.	Registered
	CURRENT SEEN	Brazil	818424532	Amerex (USA), Inc.	Registered
4	CURRENT SEEN	USA	1,925,543	Amerex (USA), Inc.	Registered
	CURRENT SEEN	Uruguay	278233	Amerex (USA), Inc.	Registered
5	E J HARPER	USA	1,367,210	Amerex (USA), Inc.	Registered
6	G Triangle FLX	USA	78/374,308	Amerex Group Inc.	Pending
	G Triangle FLX	Canada	Awaiting	Amerex Group Inc.	Pending
7	JESSICA HALE	USA	1,461,031	Amerex (USA), Inc.	Registered
8	JONATAHAN HALE	USA	1,926,999	Amerex (USA), Inc.	Registered
	MULBERRY STREET	Argentina	1595886	Amerex (USA), Inc.	Registered
9	MULBERRY STREET	USA	1,104,807	Amerex (USA), Inc.	Registered
10	NSEW Compass Design	USA	1,806,769	Amerex Group Inc.	Registered
11	NEW FRIDAY TRADITION	USA	2,180,905	Amerex (USA), Inc.	Registered
12	SIBERIAN EXPEDITION	USA	2,175,250	Amerex (USA), Inc.	Registered
	SIBERIAN EXPEDITIONS	USA	1,889,326	Amerex (USA), Inc.	Registered
13	STATIC	European Un.	1764778	Amerex Group Inc.	Registered
	STATIC	USA	2,317,029	Amerex (USA), Inc.	Registered
14	STOW IT AWAY	USA	1,579,143	Amerex (USA), Inc.	Registered
15	STREAM DESIGNS	Canada	TMA359713	Amerex (USA), Inc.	Registered
	STREAM DESIGNS	Germany	1135955	Amerex (USA), Inc.	Registered

<u>MARK</u>	<u>COUNTRY</u>	<u>APP/REG No.</u>	<u>OWNER</u>	<u>STATUS</u>
	Japan	2220971	Amerex (USA), Inc.	Registered
16	USA	1,500,615	Amerex (USA), Inc.	Registered
	Canada	TMA462119	Amerex (USA), Inc.	Registered
	China	722881	Amerex (USA), Inc.	Registered
	Japan	3256743	Amerex (USA), Inc.	Registered
	Canada	TMA526572	Amerex (USA), Inc.	Registered
17	USA	2,721,816	Amerex (USA), Inc.	Registered
	USA	1,712,730	Amerex (USA), Inc.	Registered
18	Canada	TMA466622	Amerex (USA), Inc.	Registered
	China	722877	Amerex (USA), Inc.	Registered
	Japan	3216250	Amerex (USA), Inc.	Registered
	Korea	288998	Amerex (USA), Inc.	Registered
	Taiwan	626296	Amerex (USA), Inc.	Registered
19	USA	2,278,237	Amerex (USA), Inc.	Registered
	Canada	TMA251445	Amerex Group Inc.	Registered
	India	1228298	Amerex Group Inc.	Registered
	Japan	4685600	Amerex Group Inc.	Registered
	Japan	4538149	Amerex Group Inc.	Registered
	Mexico	501395	Amerex Group Inc.	Registered
20	USA	78/234,641	Amerex Group Inc.	Pending
21	USA	2,808,418	Amerex Group Inc.	Registered
	Canada	1197824	Amerex Group Inc.	Registered
	Japan	4685601	Amerex Group Inc.	Registered
	Canada	1197827	Amerex Group Inc.	Pending
	European Un.	002116127	Amerex Group Inc.	Registered
22	USA	730,123	Amerex Group Inc.	Registered
23	USA	1,561,092	Amerex Group Inc.	Registered
	Australia	902623	Amerex Group Inc.	Registered
	Canada	1125534	Amerex Group Inc.	Pending
	China	3094668	Amerex Group Inc.	Registered
	China	3112981	Amerex Group Inc.	Registered

<u>MARK</u>	<u>COUNTRY</u>	<u>APP/REG No.</u>	<u>OWNER</u>	<u>STATUS</u>
WEATHER TAMER (WT Design)	China	3094665	Amerex Group Inc.	Registered
WEATHER TAMER (WT Design)	China	3094666	Amerex Group Inc.	Registered
WEATHER TAMER (WT Design)	China	3112980	Amerex Group Inc.	Registered
WEATHER TAMER (WT Design)	China	3094667	Amerex Group Inc.	Registered
WEATHER TAMER (WT Design)	European Un.	2505543	Amerex Group Inc.	Registered
WEATHER TAMER (WT Design)	Hong Kong	07416/2002	Amerex Group Inc.	Registered
WEATHER TAMER (WT Design)	Hong Kong	07417/2002	Amerex Group Inc.	Registered
WEATHER TAMER (WT Design)	Hong Kong	07418/2002	Amerex Group Inc.	Registered
WEATHER TAMER (WT Design)	Hong Kong	07419/2002	Amerex Group Inc.	Registered
WEATHER TAMER (WT Design)	Hong Kong	07420/2002	Amerex Group Inc.	Registered
WEATHER TAMER (WT Design)	Japan	4645334	Amerex Group Inc.	Registered
WEATHER TAMER (WT Design)	Korea	40-556288	Amerex Group Inc.	Registered
WEATHER TAMER (WT Design)	Mexico	532188	Amerex Group Inc.	Pending
WEATHER TAMER (WT Design)	Mexico	532189	Amerex Group Inc.	Pending
WEATHER TAMER (WT Design)	Mexico	532190	Amerex Group Inc.	Registered
WEATHER TAMER (WT Design)	Mexico	532191	Amerex Group Inc.	Registered
WEATHER TAMER (WT Design)	Mexico	532192	Amerex Group Inc.	Pending
WEATHER TAMER (WT Design)	New Zealand	652204	Amerex Group Inc.	Registered
WEATHER TAMER (WT Design)	New Zealand	652205	Amerex Group Inc.	Registered
WEATHER TAMER (WT Design)	New Zealand	652206	Amerex Group Inc.	Registered
WEATHER TAMER (WT Design)	New Zealand	652207	Amerex Group Inc.	Registered
WEATHER TAMER (WT Design)	New Zealand	652208	Amerex Group Inc.	Registered
WEATHER TAMER (WT Design)	Switzerland	499397	Amerex Group Inc.	Registered
WEATHER TAMER (WT Design)	Taiwan	1028999	Amerex Group Inc.	Registered

<u>MARK</u>	<u>COUNTRY</u>	<u>APP/REG No.</u>	<u>OWNER</u>	<u>STATUS</u>
WEATHER TAMER (WT Design)	Taiwan	1044169	Amerex Group Inc.	Registered
WEATHER TAMER (WT Design)	Taiwan	1031877	Amerex Group Inc.	Registered
WEATHER TAMER (WT Design)	Taiwan	1051197	Amerex Group Inc.	Registered
24 WEATHER TAMER (WT Design)	USA	76/976,055	Amerex Group Inc.	Pending
WINDY TRAIL	Mexico	508800	Amerex Group Inc.	Pending

TRADEMARK SECURITY AGREEMENT

TRADEMARK SECURITY AGREEMENT, dated as of June 22, 2004, by AMEREX GROUP INC., a New York corporation (“Grantor”), in favor of GENERAL ELECTRIC CAPITAL CORPORATION, a Delaware corporation, in its capacity as Agent for Lenders.

WITNESSETH:

WHEREAS, pursuant to that certain Credit Agreement dated as of the date hereof by and among Grantor, as Borrower, the Persons named therein as Credit Parties, Agent and the Persons signatory thereto from time to time as Lenders (including all annexes, exhibits or schedules thereto, as from time to time amended, restated, supplemented or otherwise modified, the “Credit Agreement”), Lenders have agreed to make the Loans and to incur Letter of Credit Obligations for the benefit of Borrower;

WHEREAS, Agent and Lenders are willing to make the Loans and to incur Letter of Credit Obligations as provided for in the Credit Agreement, but only upon the condition, among others, that Grantor shall have executed and delivered to Agent, for itself and the ratable benefit of Lenders, that certain Security Agreement dated as of the date herewith (including all annexes, exhibits or schedules thereto, as from time to time amended, restated, supplemented or otherwise modified, the “Security Agreement”);

WHEREAS, pursuant to the Security Agreement, Grantor is required to execute and deliver to Agent, for itself and the ratable benefit of Lenders, this Trademark Security Agreement;

NOW, THEREFORE, in consideration of the premises and mutual covenants herein contained and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Grantor hereby agrees as follows:

1. DEFINED TERMS. All capitalized terms used but not otherwise defined herein have the meanings given to them in Annex A thereto to the Credit Agreement.

2. GRANT OF SECURITY INTEREST IN TRADEMARK COLLATERAL. Grantor hereby grants to Agent, on behalf of itself and Lenders, a continuing first priority security interest in all of Grantor’s right, title and interest in, to and under the following, whether presently existing or hereafter created or acquired (collectively, the “Trademark Collateral”):

(a) all of its Trademarks and Trademark Licenses to which it is a party including those referred to on Schedule I hereto;

(b) all reissues, continuations or extensions of the foregoing;

(c) all goodwill of the business connected with the use of, and symbolized by, each Trademark and each Trademark License; and

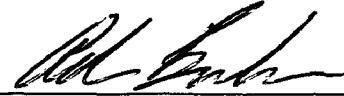
(d) all products and proceeds of the foregoing, including, without limitation, any claim by Grantor against third parties for past, present or future (i) infringement or dilution of any Trademark or Trademark licensed under any Trademark License or (ii) injury to the goodwill associated with any Trademark or any Trademark licensed under any Trademark License.

3. SECURITY AGREEMENT. The security interests granted pursuant to this Trademark Security Agreement are granted in conjunction with the security interests granted to Agent, on behalf of itself and Lenders, pursuant to the Security Agreement. Grantor hereby acknowledges and affirms that the rights and remedies of Agent with respect to the security interest in the Trademark Collateral 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.

[signature page follows]

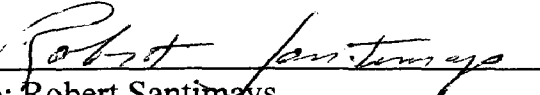
IN WITNESS WHEREOF, Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

AMEREX GROUP INC.

By: 
Name: Adam Berkman
Title: Treasurer and Chief Financial Officer

ACCEPTED AND ACKNOWLEDGED BY:


GENERAL ELECTRIC CAPITAL CORPORATION

By: 
Name: Robert Santimays
Title: Duly Authorized Signatory

ACKNOWLEDGMENT OF GRANTOR

STATE OF NEW YORK))
COUNTY OF NEW YORK)) ss.

On this 22nd day of June, 2004 before me personally appeared Adam Berkman, proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of Amerex Group Inc., who being by me duly sworn did depose and say that he is an authorized officer of said corporation, that the said instrument was signed on behalf of said corporation as authorized by its Board of Directors and that he acknowledged said instrument to be the free act and deed of said corporation.


Notary Public

YOOSON S. LEE
Notary Public, State of New York
No. 01LE5046159
Qualified in Queens County
Commission Expires July 3, 2007

SCHEDULE I
To
TRADEMARK SECURITY AGREEMENT

TRADEMARK REGISTRATIONS AND APPLICATIONS

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	AUSABLE	Japan	3182453	Amerex (USA), Inc.	Registered
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	G Triangle FLX	Canada	Awaiting	Amerex Group Inc.	Pending
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8	JONATAHAN HALE	USA	1,926,999	Amerex (USA), Inc.	Registered
	MULBERRY STREET	Argentina	1595886	Amerex (USA), Inc.	Registered
9	MULBERRY STREET	USA	1,104,807	Amerex (USA), Inc.	Registered
10	NSEW Compass Design	USA	1,806,769	Amerex Group Inc.	Registered
11	NEW FRIDAY TRADITION	USA	2,180,905	Amerex (USA), Inc.	Registered
12	SIBERIAN EXPEDITION	USA	2,175,250	Amerex (USA), Inc.	Registered
	SIBERIAN EXPEDITIONS	USA	1,889,326	Amerex (USA), Inc.	Registered
13	STATIC	European Un.	1764778	Amerex Group Inc.	Registered
	STATIC	USA	2,317,029	Amerex (USA), Inc.	Registered
14	STOW IT AWAY	USA	1,579,143	Amerex (USA), Inc.	Registered
15	STREAM DESIGNS	Canada	TMA359713	Amerex (USA), Inc.	Registered
	STREAM DESIGNS	Germany	1135955	Amerex (USA), Inc.	Registered

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STREAM DESIGNS (&Design)	China	722881	Amerex (USA), Inc.	Registered
STREAM DESIGNS (& Design)	Japan	3256743	Amerex (USA), Inc.	Registered
TRAIL DESIGNS	Canada	TMA526572	Amerex (USA), Inc.	Registered
17	USA	2,721,816	Amerex (USA), Inc.	Registered
18	USA	1,712,730	Amerex (USA), Inc.	Registered
TRAIL DESIGNS (& Design)	Canada	TMA466622	Amerex (USA), Inc.	Registered
TRAIL DESIGNS (& Design)	China	722877	Amerex (USA), Inc.	Registered
TRAIL DESIGNS (& Design)	Japan	3216250	Amerex (USA), Inc.	Registered
TRAIL DESIGNS (& Design)	Korea	288998	Amerex (USA), Inc.	Registered
TRAIL DESIGNS (& Design)	Taiwan	626296	Amerex (USA), Inc.	Registered
19	USA	2,278,237	Amerex (USA), Inc.	Registered
TRAVELER'S VEST	Canada	TMA251445	Amerex Group Inc.	Registered
WEATHER TAMER	India	1228298	Amerex Group Inc.	Registered
WEATHER TAMER	Japan	4685600	Amerex Group Inc.	Registered
WEATHER TAMER	Japan	4538149	Amerex Group Inc.	Registered
WEATHER TAMER	Mexico	501395	Amerex Group Inc.	Registered
20	USA	78/234,641	Amerex Group Inc.	Pending
21	USA	2,808,418	Amerex Group Inc.	Registered
WEATHER TAMER & Compass Design	Canada	1197824	Amerex Group Inc.	Registered
WEATHER TAMER (New Design)	Japan	4685601	Amerex Group Inc.	Registered
WEATHER TAMER (Mountain Design)	Canada	1197827	Amerex Group Inc.	Pending
WEATHER TAMER (stylized)	European Un.	002116127	Amerex Group Inc.	Registered
22	USA	730,123	Amerex Group Inc.	Registered
WEATHER TAMER (stylized)	USA	1,561,092	Amerex Group Inc.	Registered
23	USA	1,561,092	Amerex Group Inc.	Registered
WEATHER TAMER (Collie Design)	Australia	902623	Amerex Group Inc.	Registered
WEATHER TAMER (WT Design)	Canada	1125534	Amerex Group Inc.	Pending
WEATHER TAMER (WT Design)	China	3094668	Amerex Group Inc.	Registered
WEATHER TAMER (WT Design)	China	3112981	Amerex Group Inc.	Registered

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WEATHER TAMER (WT Design)	China	3094666	Amerex Group Inc.	Registered
WEATHER TAMER (WT Design)	China	3112980	Amerex Group Inc.	Registered
WEATHER TAMER (WT Design)	China	3094667	Amerex Group Inc.	Registered
WEATHER TAMER (WT Design)	European Un.	2505543	Amerex Group Inc.	Registered
WEATHER TAMER (WT Design)	Hong Kong	07416/2002	Amerex Group Inc.	Registered
WEATHER TAMER (WT Design)	Hong Kong	07417/2002	Amerex Group Inc.	Registered
WEATHER TAMER (WT Design)	Hong Kong	07418/2002	Amerex Group Inc.	Registered
WEATHER TAMER (WT Design)	Hong Kong	07419/2002	Amerex Group Inc.	Registered
WEATHER TAMER (WT Design)	Hong Kong	07420/2002	Amerex Group Inc.	Registered
WEATHER TAMER (WT Design)	Japan	4645334	Amerex Group Inc.	Registered
WEATHER TAMER (WT Design)	Korea	40-556288	Amerex Group Inc.	Registered
WEATHER TAMER (WT Design)	Mexico	532188	Amerex Group Inc.	Pending
WEATHER TAMER (WT Design)	Mexico	532189	Amerex Group Inc.	Pending
WEATHER TAMER (WT Design)	Mexico	532190	Amerex Group Inc.	Registered
WEATHER TAMER (WT Design)	Mexico	532191	Amerex Group Inc.	Registered
WEATHER TAMER (WT Design)	Mexico	532192	Amerex Group Inc.	Pending
WEATHER TAMER (WT Design)	New Zealand	652204	Amerex Group Inc.	Registered
WEATHER TAMER (WT Design)	New Zealand	652205	Amerex Group Inc.	Registered
WEATHER TAMER (WT Design)	New Zealand	652206	Amerex Group Inc.	Registered
WEATHER TAMER (WT Design)	New Zealand	652207	Amerex Group Inc.	Registered
WEATHER TAMER (WT Design)	New Zealand	652208	Amerex Group Inc.	Registered
WEATHER TAMER (WT Design)	Switzerland	499397	Amerex Group Inc.	Registered
WEATHER TAMER (WT Design)	Taiwan	1028999	Amerex Group Inc.	Registered

<u>MARK</u>	<u>COUNTRY</u>	<u>APP/REG No.</u>	<u>OWNER</u>	<u>STATUS</u>
WEATHER TAMER (WT Design)	Taiwan	1044169	Amerex Group Inc.	Registered
WEATHER TAMER (WT Design)	Taiwan	1031877	Amerex Group Inc.	Registered
WEATHER TAMER (WT Design)	Taiwan	1051197	Amerex Group Inc.	Registered
24 WEATHER TAMER (WT Design)	USA	76/976,055	Amerex Group Inc.	Pending
WINDY TRAIL	Mexico	508800	Amerex Group Inc.	Pending

TRADEMARK LICENSES

<u>LICENSOR</u>	<u>LICENSEE</u>	<u>MARKS</u>	<u>TERM DATES</u>
Kemistre 8, LLC (dba Akademiks)	Amerex Group Inc.		<u>Initial Term:</u> 1/104- 531/07
OshKosh B'Gosh, Inc.	Amerex Group Inc.	Oshkosh Oshkosh B'Gosh B'Gosh The Genuine Article Since 1895 The Genuine Article Oshkosh B'Gosh (Clover Leaf Design) Oshkosh B'Gosh (Patch Design) Oshkosh B'Gosh The Genuine Article (Patch Design) Triangle Composite Mark Genuine Girl Genuine Blues	<u>Initial Term:</u> 6/1/01- 5/31/04 <u>Renewal Term:</u> 6/1/04- 5/31/05
3L Associates	Amerex Group Inc.	Adolfo	<u>Initial Term:</u> 1/1/03- 12/31/06
Jones Investment Co.	Amerex Group Inc.	Gloria Vanderbilt GLO Swan Design	<u>Initial Term:</u> 11/30/02- 12/31/05
Rampage Licensing LLC	Amerex Group Inc.	Rampage (in US) R-Wear (in US) Rampage (in Canada) R-Wear (in Canada)	<u>Initial Term:</u> 1/1/03- 6/30/06
PGH Company	Amerex Group Inc. (Regal Accessories Inc.)	Adolfo	<u>Initial Term:</u> 11/16/90- 12/31/95 <u>Renewal Term:</u> Continued renewals now currently set to expire on 12/31/06
McGregor, LLC	Amerex (USA) Inc.	Bert Pulitzer	<u>Initial Term:</u> 11/01/94- 12/31/96 <u>Renewal Term:</u> Continued renewals now currently set to expire on 12/31/04

<u>LICENSOR</u>	<u>LICENSEE</u>	<u>MARKS</u>	<u>TERM DATES</u>
Jones Investment Co.	Amerex Group Inc.	Jones New York JNY Jones New York Joneswear	<u>Initial Term:</u> 1/1/01- 12/31/03 <u>Renewal Term:</u> 1/1/04-12/31/06
Wrangler Clothing Corp. (Wrangler Apparel Corp.)	Amerex Group Inc.	Wrangler Hero Timber Creek by Wrangler	<u>Initial Term:</u> 1/1/02- 12/31/04
London Fog Industries, Inc.	Amerex (USA) Inc.	London Fog Limited Edition by London Fog	<u>Initial Term:</u> 6/7/95-12/31/01 <u>Renewal Term:</u> Continued renewal now currently set to expire on 12/31/07
Mudd, LLC	Amerex (USA) Inc.	MUDD	<u>Initial Term:</u> 9/27/99- 12/31/03 <u>Renewal Term:</u> 1/1/04- 12/31/04