FORM PTO-1594
1-31-92

RECORDATION FORM COVER SHEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

05-23-2005

102908612

MRD 4/7/05

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):
R.G. BARRY CORPORATION

☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-State: OHIO
☐ Other

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

2. Name and address of receiving party(ies):
Name: THE CIT GROUP/COMMERCIAL SERVICES, INC.

Internal Address:

Street Address: 1211 Avenue of the Americas

City: New York State: NY ZIP: 10036

☐ Individual(s) citizenship
☐ Association
☐ General Partnership
☐ Limited Partnership
☒ Corporation-State New York
☐ 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)

3. Nature of conveyances:
☐ Assignment ☐ Merger
☐ Security Agreement ☐ Change of Name
☒ Other Amendment to Grant of Security Interest

Execution Date: March 29, 2004

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

A. Trademark Application.(s)
SEE ATTACHED SCHEDULE B

B. Trademark registration No.(s)
SEE ATTACHED SCHEDULE B

Additional numbers attached? ☒ Yes ☐ No

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

Name:
Attn: Penelope J.A. Agodoa
Federal Research Company, LLC
1030 15th Street, NW, Suite 920
Washington, DC 20005
202.783.2700

Street Address:

City: State: ZIP:

6. Total number of applications and registrations involved: 35

7. Total fee (37 CFR 3.41): ..... $ 890
☐ Enclosed
☑ Authorized to be charged to deposit account

8. Deposit account number:
50-3155

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

DO NOT USE THIS SPACE

9. 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

Mark S. Cohen, Esq. — Name of Person Signing
Signature
April 4, 2005 — Date

Total number of pages including coversheet, attachments and document: 8

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

SCHEDULE B TO GRANT OF SECURITY INTEREST IN PATENTS, TRADEMARKS AND LICENSES

R. G. BARRY CORPORATION
U.S. TRADEMARK REGISTRATIONS

TRADEMARK		REG. #	CLASSIFICATION	DATE OF REGISTRATION/ DATE OF NEXT RENEWAL
ADJUST-TO-ME		2,565,873	SLIPPERS	4/30/02-4/30/12
ANGEL TREADS	LP	580,180	SCUFFS OR SLIPPERS FOR MEN AND WOMEN	9/22/53-9/22/13
AQUA NOTES		2,246,691	SLIPPERS	5/18/99-5/18/09
B (Stylized)		2,557,103	SLIPPERS	4/2/02-4/2/12
R. G. BARRY & Design	LP	1,073,670	MEN'S, WOMEN'S AND CHILDREN'S SANDALS	9/20/77-9/20/07
BARRY Logo		2,205,584	SLIPPERS	11/24/98-9/30/07
BARRY COMFORT		2,725,247	SLIPPERS	6/10/03-6/10/13
COMFORT AT HOME	LP	2,449,991	ELECTRIC HEATING PADS AND MICRO-WAVABLE PAKCS FOR MEDICAL USE	5/8/01-5/8/11
COMPACKS BY DEARFOAMS		2,744,194	SLIPPERS THAT FOLD FOR TRAVEL	7/29/03-7/29/13
COOL CUSHIONS		2,250,516	SLIPPERS	6/1/99-6/1/09
DEARFOAMS & Design	LP	1,355,478	SLIPPERS	8/20/85-8/20/05
DEARFOAMS		1,999,199	HEATABLE PADS FOR MEDICAL USE	9/10/96-9/10/06
DEARFOAMS SIGNATURE COLLECTION	LP	2,059,978	SLIPPERS	5/6/97-5/6/07
DFM		2,833,294	FOOTWEAR; SLIPPERS, AND SANDALS	4/13/04-4/13/14
ECHOFOAM		2,262,275	FOAM INSOLES FOR SLIPPERS	7/20/99-7/20/05
EZ FEET	LP	1,808,772	SLIPPERS	11/22/93-11/22/13
GREAT ESCAPES		1,332,273	MEN'S, WOMEN'S, CHILDREN'S SLIPPERS, SHOES AND SANDALS	4/23/85-4/23/05
JUST RELAX		2,341,924	SLIPPERS	4/11/00-4/11/10

REAFFIRMATION OF GRANT OF SECURITY INTEREST IN PATENT, TRADEMARK AND LICENSES

March 31, 2005

The CIT Group/Commercial Services, Inc.
1211 Avenue of the Americas
New York, New York 10036

Ladies and Gentlemen:

R.G. Barry Corporation, an Ohio Corporation (the "Company"), executed and delivered to The CIT Group/Commercial Services, Inc. ("CIT") a Grant of Security Interest in Patents, Trademarks and Licenses dated March 29, 2004 (the "Patent, Trademark and License Agreement"), pursuant to which Company granted to CIT a security interest in its patents, trademarks and licenses. The Patent, Trademark and License Agreement was executed and delivered to CIT in order to secure the obligations and liabilities of Company to CIT under that certain Factoring Agreement dated as of March 29, 2004 between Company and CIT (as amended and modified, the "Factoring Agreement"). As of the date hereof, Company and CIT are parties to a Financing Agreement (as the same may be amended, supplemented or otherwise modified and in effect from time to time, the "Financing Agreement") under which CIT has provided Company with certain financial accommodations, and as a condition to the effectiveness of which, this Agreement must be executed.

The undersigned hereby:

(a) confirms that all of the representations and covenants are true and correct in all material respects as of the date hereof and ratifies and confirms that all of the terms and conditions contained in and liens and security interests granted by the Patent, Trademark and License Agreement shall remain in full force;

(b) ratifies and confirms that the obligations secured by the Patent, Trademark and License Agreement encompass all obligations and liabilities of Company to CIT under or pursuant to the Financing Agreement, as well as the Factoring Agreement; and

(c) restates each of Schedule A, Schedule B and Schedule C, respectively, to indicate all currently effective patents, trademarks and licenses, as such Schedules are attached hereto.

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[SIGNATURE PAGE FOLLOWS]

1192243.1/MSC/11342/148 3/31/05

IN WITNESS WHEREOF, the undersigned have executed and delivered this Reaffirmation of Grant of Security Interest in Patents, Trademarks and Licenses effective as of the date above set forth.

Very truly yours,

R. G. BARRY CORPORATION

By: [signature]
Name: Daniel D. Viren
Title: SR VP Financial CFO

1192243/MSC/11542/049