

01-19-2005

DEPARTMENT OF COMMERCE
United States Patent and Trademark Office



102922215.

RECORD
TRADEMARK

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):

Miller International Inc.

- Individual(s)
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

Citizenship (see guidelines) U.S.A.

Execution Date(s) January 10, 2005

Additional names of conveying parties attached? Yes No

3. Nature of conveyance:

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

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Wells Fargo Bank, National Association

Internal Address: Attn: Catherine Jones MAC C7301-037

Street Address: 1740 Broadway, 3rd Floor

City: Denver

State: CO

Country: U.S.A. Zip: 80274-0001

- Association Citizenship
- General Partnership Citizenship
- Limited Partnership Citizenship
- Corporation Citizenship
- Other Association National Banking Citizenship

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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

SEE ATTACHED.

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: Wells Fargo Bank, N.A.

Internal Address: Attn: Catherine Jones
MAC C7301-037

Street Address: 1740 Broadway
3rd Floor

City: Denver

State: CO Zip: 80274-0001

Phone Number:

Fax Number:

Email Address:

6. Total number of applications and registrations involved:

12

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 315.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number _____
Authorized User Name _____

9. Signature:

Signature
DAVID W. THILL

January 12, 2005

Date

Name of Person Signing

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

6

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

01/19/2005 6TON11 00000025 2103956

01 FC:8521

40.00 OP

02 FC:8522

275.00 OP

TRADEMARK
REEL: 003104 FRAME: 0401

OPR/FINANCE
2005 JAN 12 PM 2:28

U.S. Registered Trademark
Registration Number

Trademark

2,103,956

CINCH - U.S.

2,330,308

CINCH - U.S.

2,691,182

CINCH & DESIGN - U.S.

2,713,591

CRUEL GIRL - U.S.

2,496,153

CRUEL GIRL - U.S.

2,229,609

CRUEL GIRL - U.S.

2,552,816

R ROCKIES & SQUARE DESIGN - U.S.

1,567,244

ROCKIES - U.S.

2,383,090

ROCKIES - U.S.

2,895,538

ROCKIES - U.S.

1,905,721

ROCKY MOUNTAIN CLOTHING CO. - U.S.

1,066,797

ROCKY MOUNTAIN JEANS - U.S.

MEMORANDUM OF
TRADEMARK SECURITY AGREEMENT

THIS MEMORANDUM OF TRADEMARK SECURITY AGREEMENT (this "Memorandum") is entered into as of January 10, 2005 by and between MILLER INTERNATIONAL INC. ("Debtor"), and WELLS FARGO BANK, NATIONAL ASSOCIATION ("Bank").

RECITALS

A. Debtor and Bank are entering into that Trademark Security Agreement, dated as of the date hereof (the "Trademark Security Agreement"), pursuant to which Debtor is granting and is further evidencing its grant of a security interest in certain of Debtor's assets.

B. Debtor and Bank are executing this Memorandum for recordation with the United States Patent and Trademark Office.

NOW, THEREFORE, for valuable consideration, receipt of which is hereby acknowledged, Debtor and Bank hereby agree as follows:

1. Security Interests. Debtor confirms and hereby grants to Bank, as security for the obligations recited in the Trademark Security Agreement, a security interest in Debtor's entire right, title and interest in and to all of the following (the "Property"): (i) all registered trademarks, service marks and trade names described in Exhibit A attached hereto and incorporated herein by this reference; (ii) all trademarks, service marks and trade names in which Debtor at any time hereafter acquires an interest; (iii) all of Debtor's goodwill in its business and products associated with, and all registrations, renewals and/or extensions of, and all rights associated with, any of the trademarks, service marks and tradenames described in clauses (i) and (ii); and (iv) all proceeds of any of the foregoing.

2. Relation to Trademark Security Agreement. This Memorandum is prepared for the purpose of recordation, and it in no way modifies the provisions of the Trademark Security Agreement.

3. Further Information. Further information regarding this Memorandum and the Trademark Security Agreement may be obtained by submission of a written request to Debtor, at the address listed below for Debtor.

[Signatures appear on the following page.]

IN WITNESS WHEREOF, Debtor and Bank hereby execute and acknowledge this Memorandum as of the date first written above.

MILLER INTERNATIONAL INC.

By: Thomas E. Litten

Title: Senior VP

Address:

8500 Zuni Street
Denver, CO 80260

WELLS FARGO BANK, NATIONAL ASSOCIATION

By: Arthur W. Jones

Title: Vice president

Address:

Corporate Banking
MAC C7301-037
1740 Broadway
Denver, CO 80274

**EXHIBIT A
TO MEMORANDUM OF
TRADEMARK SECURITY AGREEMENT**

**MILLER INTERNATIONAL INC.
U.S. REGISTERED TRADEMARKS**

CINCH – U.S.

Serial No. 74/722,233

Reg. No. 2,103,956

Goods: Clothing, namely men's jeans, shirts, t-shirts, jackets, coats, hats and caps

Class 25

CINCH – U.S.

Serial No. 75/519,868

Reg. No. 2,330,308

Goods: Belts

Class 25

CINCH & DESIGN – U.S.

Serial No. 78/133,026

Reg. No. 2,691,182

Goods: Clothing, namely, jeans, pants, shorts, t-shirts, shirts, jackets, and caps

Class 25

CRUEL GIRL – U.S.

Serial No. 78/135,020

Reg. No. 2,713,591

Goods: Belts

Class 25

CRUEL GIRL – U.S.

Serial No. 76/129,753

Reg. No. 2,496,153

Goods: Footwear

Class 25

CRUEL GIRL – U.S.

Serial No. 75/312,686

Reg. No. 2,229,609

Goods: Women's, girl's and children's clothing, namely jeans, trousers, shorts, skirts, skorts, dresses, vests, jackets, tops, shirts, sweatshirts, T-shirts, overalls, sweaters, caps, and visors

Class 25

R ROCKIES & SQUARE DESIGN – U.S.

Serial No. 78/077,184

Reg. No. 2,552,816

Goods: Clothing, namely, jeans, shirts, t-shirts, shorts, caps, visors, and belts.

ROCKIES – U.S.

Serial No. 73/752,758

Reg. No. 1,567,244

Goods: Clothing, namely jeans

Class 25

ROCKIES – U.S.

Serial No. 75/519,871,

Reg. No. 2,383,090

Goods: Belts

Class 25

ROCKIES – U.S.

Serial No. 78/268,049

Reg. No. 2,895,538,

Goods: Clothing, namely, jeans, shirts, t-shirts, shorts, caps, visors, and belts

Class 25

ROCKY MOUNTAIN CLOTHING CO. – U.S.

Serial No. 74/535,874

Reg. No. 1,905,721

Goods: Jeans

Class 25

ROCKY MOUNTAIN JEANS – U.S.

Serial No. 73/073,031

Reg. No. 1,066,797

Goods: Jeans

Class 25