RE 2/2/09

02-12-2009

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Form PTO-1594 (Rev. 07/05)
OMB Collection 0651-0027 (exp. 6/30/2008)

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

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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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3

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):

HABAND Company, Inc.

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

Citizenship (see guidelines)

Additional names of conveying parties attached? ☒ Yes ☐ No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? ☐ Yes ☒ No

Name: UBS AG, Stamford Branch, as agent
Internal Address:
Street Address: 677 Washington Blvd.
City: Stamford
State: CT
Country: USA Zip: 06901

☐ Association Citizenship
☐ General Partnership Citizenship
☐ Limited Partnership Citizenship
☐ Corporation Citizenship
☒ Other Citizenship See attached

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 conveyance /Execution Date(s) :

Execution Date(s) April 30, 2007

☐ Assignment ☐ Merger
☒ Security Agreement ☐ Change of Name
☐ Other

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)

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: Laura Konrath
Internal Address: Winston & Strawn LLP
Street Address: 35 W. Wacker Dr.
City: Chicago
State: IL Zip: 60601
Phone Number: 312-558-6352
Fax Number: 312-558-5700
Email Address: lkonrath@winston.com

6. Total number of applications and registrations involved: 121

7. Total fee (37 CFR 2.6(b)(6) & 3.41) $ 3,040

☐ 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 232428
Authorized User Name Laura Konrath

9. Signature: Laura Konrath 2/2/09
Signature Date

Laura Konrath
Name of Person Signing

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

ORIG

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

CITIZENSHIP OF ITEM 2

UBS AG, STAMFORD BRANCH is the Connecticut-based, capital markets focused arm of UBS AG, a Swiss banking corporation, regulated in the United States by the Federal Reserve. .

Continuation Item 1

Johnny Appleseed's, Inc. a Massachusetts Corporation

Norm Thompson Outfitters, Inc. an Oregon Corporation

Draper's & Damon's, Inc. a California Corporation

Blair Corporation

Continuation
Item 4

SCHEDULE I
Haband Company, Inc. Trademarks

Trademark	Application Serial No.	Filing Date	Registration No.	Issue Date	Status	Owner
ADJUST-O-PEDIC	76527698	7/2/03	2907808	12/7/04	Registered	Haband Company, Inc.
ADRIAN DELAFIELD	75897003	1/13/00	2457019	6/5/01	Registered	Haband Company, Inc.
AMERICAN SWEETHEART	74271881	5/4/92	1797101	10/5/93	Renewed	Haband Company, Inc.
CASUAL JOE	75896701	1/13/00	2457017	6/5/01	Registered	Haband Company, Inc.
DUKE	75716806	5/28/99	--	--	Pending	Haband Company, Inc.
DUKE BELTED CHINOS	75759285	7/22/99	--	--	Pending	Haband Company, Inc.
EXECUTIVE DIVISION	75896702	1/13/00	2494007	10/2/01	Registered	Haband Company, Inc.
HABAND	76357469	1/14/02	2712960	5/6/03	Registered	Haband Company, Inc.
HABAND TRAVELERS	75896703	1/13/00	2535540	2/5/02	Registered	Haband Company, Inc.
HEALTHRITE	76596792	6/14/04	3101303	6/6/06	Registered	Haband Company, Inc.
JACK FROST	75897002	1/13/00	2622820	9/24/02	Registered	Haband Company, Inc.
STAG HILL	75896700	1/13/00	2457016	6/5/01	Registered	Haband Company, Inc.

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SCHEDULE I
Johnny Appleseed's, Inc. Trademarks

Trademark	Application Serial No.	Filing Date	Registration No.	Issue Date	Status	Owner
APPLESEED'S	74303455	8/12/92	1771355	5/18/93	Registered	Johnny Appleseed's, Inc.
APPLESEED'S	74333322	11/23/92	1809067	12/7/93	Registered	Johnny Appleseed's, Inc.
BRIGHT IDEA	76250318	5/2/01	2644241	10/29/02	Registered	Johnny Appleseed's, Inc.
Design Only	72367296	8/6/70	0941094	8/15/72	Registered	Johnny Appleseed's, Inc.
HAYMAKER	74318369	9/28/92	1773058	5/25/93	Registered	Johnny Appleseed's, Inc.
JOHNNY APPLESEED'S	72367139	8/5/70	0921309	9/28/71	Registered	Johnny Appleseed's, Inc.
JOHNNY APPLESEED'S	72139756	3/13/62	0756119	9/3/63	Registered	Johnny Appleseed's, Inc.
LESTER SQUARE	75364838	9/29/97	2203937	11/17/98	Registered	Johnny Appleseed's, Inc.
LOMBARDI	75856628	11/24/99	2523614	12/25/01	Registered	Johnny Appleseed's, Inc.
THE TOG SHOP	74318388	9/28/92	1910140	8/8/95	Registered	Johnny Appleseed's, Inc.
THE TOG SHOP	76339685	11/20/01	2777318	10/28/03	Registered	Johnny Appleseed's, Inc.

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SCHEDULE I
Norm Thompson Outfitters, Inc. Trademarks

Trademark	Application Serial No.	Filing Date	Registration No.	Issue Date	Status	Owner
A WORLD OF UNFORGETTABLE GIFTS	76069582	06/13/00	2533750	01/29/02	Registered	Norm Thomson Outfitters, Inc.
ALWAYS-FIT	74391242	05/17/93	1915012	08/29/95	Registered	Norm Thomson Outfitters, Inc.
AUTO-SIZER	74802278	05/17/93	1924709	10/03/95	Registered	Norm Thomson Outfitters, Inc.
AUTO-SIZER	74391243	05/17/93	2130811	01/20/98	Registered	Norm Thomson Outfitters, Inc.
CITY EXPRESS	75892180	01/07/00	2406381	11/21/00	Registered	Norm Thomson Outfitters, Inc.
DEER-MOCS	71653119	09/14/53	611238	08/23/55	Registered Supplemental Register	Norm Thomson Outfitters, Inc.
DEPARTURE	72317616	01/27/69	0879325	10/28/69	Registered	Norm Thomson Outfitters, Inc.
DEPARTURES	74647880	03/17/95	1976238	05/28/96	Registered	Norm Thomson Outfitters, Inc.
Design Only - Old Man Winter	73195388	12/04/78	1189696	02/16/82	Registered	Norm Thomson Outfitters, Inc.
Design Only – Ram	75290594	05/12/97	2139253	02/24/98	Registered	Norm Thomson Outfitters, Inc.
EARLY WINTERS	73318776	07/13/81	1204997	08/10/82	Registered	Norm Thomson Outfitters, Inc.
EARLY WINTERS	73194311	11/22/78	1143074	12/16/80	Registered	Norm Thomson Outfitters, Inc.
ESCAPE FROM THE ORDINARY	72390844	04/30/71	0946841	11/07/72	Registered	Norm Thomson Outfitters, Inc.
ESCAPE FROM THE ORDINARY	73404671	12/03/82	1284733	07/03/84	Registered	Norm Thomson Outfitters, Inc.
FLY RIGHT	75814946	10/05/99	2567994	05/07/02	Registered	Norm Thomson Outfitters, Inc.
FLY RIGHT	75980635	10/05/99	2491496	09/18/01	Registered	Norm Thomson Outfitters, Inc.
FREQUENT FLYER	74592966	10/31/94	1923811	10/03/95	Registered	Norm Thomson Outfitters, Inc.
FURNACE SHIRT	74259147	03/26/92	1811578	12/14/93	Registered	Norm Thomson Outfitters, Inc.
GETTING OFF THE BEATEN PATH	77048617	11/21/06			Pending	Norm Thomson Outfitters, Inc.
LIGHTNING BUG	73265673	06/09/80	1168264	09/08/81	Registered	Norm Thomson

Error! Unknown document property name.

Trademark	Application Serial No.	Filing Date	Registration No.	Issue Date	Status	Owner
						Outfitters, Inc.
MILE MATES	78095548	11/28/01	2645893	11/05/02	Registered	Norm Thomson Outfitters, Inc.
NORM THOMPSON	73249574	02/11/80	1224105	01/18/83	Registered	Norm Thomson Outfitters, Inc.
NORM THOMPSON	73382473	08/30/82	1348672	07/09/85	Registered	Norm Thomson Outfitters, Inc
NORTHERN STRETCH	74403893	06/15/93	1905044	07/11/95	Registered	Norm Thomson Outfitters, Inc.
PANAMA CRUSHER	73265674	06/09/80	1183893	12/29/81	Registered	Norm Thomson Outfitters, Inc.
PERFECT-FIT	78318795	10/27/03	2941000	04/12/05	Registered Supplemental Register	Norm Thomson Outfitters, Inc.
PRODUCTS THAT MAKE LIFE EASIER	76338287	11/14/01			Pending	Norm Thomson Outfitters, Inc.
RESERVE HARVEST	74800670	11/16/89	1753081	02/16/93	Registered	Norm Thomson Outfitters, Inc.
SAHALIE	78306912	09/29/03			Published	Norm Thomson Outfitters, Inc.
SAVE YOUR BACK	75868242	12/08/99	2462813	06/19/01	Registered	Norm Thomson Outfitters, Inc.
SCOZIES	75892183	01/07/00	2477530	08/14/01	Registered	Norm Thomson Outfitters, Inc.
SHEEPKINS	75290595	05/12/97	2229572	03/02/99	Registered	Norm Thomson Outfitters, Inc.
SHIKARI	75326211	07/17/97	2180573	08/11/98	Registered	Norm Thomson Outfitters, Inc.
SLUMBER SOCKS	75892182	1/7/00	2415818	12/26/00	Registered	Norm Thomson Outfitters, Inc.
SOLTEX	75813468	10/01/99	2357806	06/13/00	Registered	Norm Thomson Outfitters, Inc.
SOLUTIONS	75501536	06/12/98	2369890	07/25/00	Registered	Norm Thomson Outfitters, Inc.
SOLUTIONS	73591350	04/03/86	1444563	06/23/87	Registered	Norm Thomson Outfitters, Inc.
THE PRIMARY LAYER	73806146	06/12/89	1580795	01/30/90	Registered	Norm Thomson Outfitters, Inc.
TRAVELER'S SUEDE	75892181	01/07/00	2537693	02/12/02	Registered	Norm Thomson Outfitters, Inc.
WATERFRONT LIVING	76262301	05/23/01	2614820	09/03/02	Registered	Norm Thomson Outfitters, Inc.
ZIP DRY	75813469	10/01/99	2516310	12/11/01	Registered	Norm Thomson Outfitters, Inc.

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SCHEDULE I
Draper's & Damon's Inc. Trademarks

Trademark	Application Serial No.	Filing Date	Registration No.	Issue Date	Status	Owner
CLASSIC COMFORT	78270022	7/2/03	2877447	8/24/04	Registered	Draper's & Damon's Inc.
D & D	75696012	5/3/99	2456703	5/5/01	Registered	Draper's & Damon's Inc.
D&D	75696013	5/3/99	2456704	5/5/01	Registered	Draper's & Damon's Inc.
DD	78371377	2/20/04	3056392	1/31/06	Registered	Draper's & Damon's Inc.
DD	78371401	2/20/04	3038382	1/3/06	Registered	Draper's & Damon's Inc.
DRAPER'S & DAMON'S	75640364	2/12/99	2346876	5/2/00	Registered	Draper's & Damon's Inc.
DRAPER'S & DAMON'S	78371352	2/20/04	3036662	12/27/05	Registered	Draper's & Damon's Inc.
DRAPER'S ESSENTIALS	78413396	5/5/04	--	--	Pending ITU	Draper's & Damon's Inc.
DRAPER'S STUDIO	78193608	12/11/02	2766953	9/23/03	Registered	Draper's & Damon's Inc.
FOREVERFRIENDS	78433252	6/10/04	--	--	Pending ITU	Draper's & Damon's Inc.
RED BUTTON	78294089	8/29/03	2891338	10/5/04	Registered	Draper's & Damon's Inc.
RED BUTTON	78294113	8/29/03	2901717	11/9/04	Registered	Draper's & Damon's Inc.
SIGNATURE KNITS	78512989	11/8/04	3136949	8/29/06	Registered	Draper's & Damon's Inc.
WEB ONLY	78294099	8/29/03	2877618	8/24/04	Registered	Draper's & Damon's Inc.

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SCHEDULE I
Blair Corporation Trademarks

Trademark	Application Serial No.	Filing Date	Registration No.	Issue Date	Status	Owner
220 HICKORY	76030466	4/20/00	2684215	2/4/03	Registered	Blair Corporation
220 HICKORY	76030185	4/20/00	2564412	4/23/02	Registered	Blair Corporation
ADJUST-A-BAND	76351903	12/21/01	2793723	12/16/03	Registered	Blair Corporation
ADVENTURERS' CLUB	75255788	3/11/97	2336999	4/4/00	Registered	Blair Corporation
ALLEGHENY TRAIL	73658669	5/4/87	1477803	2/23/88	Registered	Blair Corporation
ALLEGHENY WOODLANDS RESEARCH GROUP, INC.	75665449	3/22/99	2403467	11/14/00	Registered	Blair Corporation
BLAIR	73402356	11/12/82	1283914	6/26/84	Registered Supplemental Register	Blair Holdings, Inc.
BLAIR	75008109	10/20/95	2134847	2/3/98	Registered	Blair Corporation
BLAIR	75028617	12/6/95	2008690	10/15/96	Registered	Blair Holdings, Inc.
BLAIR	75097096	5/1/96	2061091	5/13/97	Registered / Reinstated	Blair Holdings, Inc.
BLAIR	74031929	2/23/90	1624256	11/20/90	Registered	Blair Holdings, Inc.
BLAIR	73780989	2/15/89	1563972	10/31/89	Registered	Blair Holdings, Inc.
BLAIR	73450549	10/31/83	1422914	12/30/86	Registered	Blair Holdings, Inc.
BLAIR	78617467	4/26/05			Pending.	Blair Holdings, Inc.
BLAIR	77058143	12/6/06			Pending	Blair Holdings, Inc.
BLAIR BOUTIQUE	74013171	12/22/89	1626066	12/4/90	Registered	Blair Holdings, Inc.
BLAIR DELMONICO	76510924	5/1/03	2894537	10/19/04	Registered	Blair Holdings, Inc.
BLAIRCREDITSERVICES.COM	78842707	3/21/06			Pending	Blair Holdings, Inc.
BLAIRGUARD	73073546	1/7/76	1051930	11/2/76	Registered	Blair Holdings, Inc.
BLAIR-PLUS	74053658	4/27/90	1636210	2/26/91	Registered	Blair Holdings, Inc.
BLAIR-SUEDE	73658670	5/4/87	1542603	6/6/89	Registered	Blair Holdings, Inc.
COMFORT EASE	74514149	4/19/94	1893194	5/9/95	Registered	Blair Corporation
CROSSING POINTE	76124741	9/7/00	2727655	6/17/03	Registered	Blair Corporation
ELISABETH WILLIAMS	73813427	7/19/89	1582710	2/13/90	Registered	Blair Holdings, Inc.
IMPROVED LIVING	73732092	6/2/88	1584039	2/20/90	Registered	Blair Holdings, Inc.
IMPROVED LIVING	73738785	7/8/88	1543353	6/13/89	Registered	Blair Holdings, Inc.

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Trademark	Application Serial No.	Filing Date	Registration No.	Issue Date	Status	Owner
IRVINE PARK	73781458	2/17/89	1558163	9/26/89	Registered	Blair Corporation
JB	72363565	6/24/70	0924751	11/30/71	Registered	Blair Corporation
JOHN BLAIR	72381037	1/14/71	0930561	3/7/72	Registered	Blair Holdings, Inc.
JOHN BLAIR	72362270	6/10/70	0910968	4/6/71	Registered	Blair Holdings, Inc.
JOHN BLAIR	72200200	8/19/64	0790047	5/25/65	Registered	Blair Holdings, Inc.
LADY BLAIR	73552497	8/8/85	1429299	2/17/87	Registered	Blair Holdings, Inc.
NPC	72289415	1/23/68	0854692	8/13/68	Registered	Blair Corporation
NPC	72229543	10/7/65	0814574	9/6/66	Registered	Blair Corporation
PERSONAL CHOICE	73525941	3/8/85	1360765	9/17/85	Registered	Blair Holdings, Inc.
SCANDIA WOODS	73658667	5/4/87	1656300	9/10/91	Registered	Blair Corporation
SILHOUETTE SLIMMER	74457519	11/12/93	1991573	8/6/96	Registered	Blair Corporation
STIK-TITE	74573523	9/14/94	2010722	10/22/96	Registered	Blair Corporation
STONYBROOK	74012298	12/19/89	1615823	10/2/90	Registered	Blair Corporation
THE NOTEBOOK	73586396	3/6/86	1415984	11/4/86	Registered	Blair Corporation
TODAY'S KITCHEN	75726934	6/10/99	2447437	5/1/01	Registered	Blair Corporation
TOTALLY TOPS	75534135	8/7/98	2621668	9/17/02	Registered	Blair Corporation
TROPICOOL	73658671	5/4/87	1469163	12/15/87	Registered	Blair Corporation

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02/02/2009
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Form PTO-1594 (Rev. 07/05)
OMB Collection 0651-0027 (exp. 6/30/2008)

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

K3

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

83507-32

3

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):

HAHAND Company, Inc.

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

Citizenship (see guidelines)

Additional names of conveying parties attached? ☒ Yes ☐ No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? ☐ Yes ☒ No

Name: UBS AG, Stamford Branch, as agent

Internal Address:

Street Address: 677 Washington Blvd.

City: Stamford

State: CT

Country: USA Zip: 06901

☐ Association Citizenship
☐ General Partnership Citizenship
☐ Limited Partnership Citizenship
☐ Corporation Citizenship
☒ Other See Attached 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)

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) April 30, 2007

☐ Assignment ☐ Merger
☒ Security Agreement ☐ Change of Name
☐ Other

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)

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: Laura Konrath

Internal Address: Winston & Strawn LLP

Street Address: 35 W. Wacker Dr.

City: Chicago

State: IL Zip: 60601

Phone Number: 312-558-6352

Fax Number: 312-558-5700

Email Address: lkonrath@winston.com

6. Total number of applications and registrations involved: 121

7. Total fee (37 CFR 2.6(b)(6) & 3.41) $ 3,040

☐ 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 232428

Authorized User Name Laura Konrath

9. Signature: 2/2/09

Signature Date

Laura Konrath

Name of Person Signing

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

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

CH 83040.00 232428 75716806

3

Trademark Security Agreement

Trademark Security Agreement, dated as of April 30, 2007, by HABAND COMPANY, INC., a Delaware corporation ("Haband"), JOHNNY APPLESEED'S, INC., a Massachusetts corporation ("JAI"), NORM THOMPSON OUTFITTERS, INC., an Oregon corporation ("NTO") and DRAPER'S & DAMON'S, INC., a California corporation ("DDI" and, together with Haband, JAI and NTO the "Pledgors," and each, a "Pledgor"), in favor of UBS AG, STAMFORD BRANCH, in its capacity as Administrative Agent pursuant to the Credit Agreement (in such capacity, the "Administrative Agent").

WITNESSETH:

WHEREAS, the Pledgors are party to a Security Agreement of even date herewith (the "Security Agreement") in favor of the Administrative Agent pursuant to which the Pledgors are required to execute and deliver this Trademark Security Agreement;

NOW, THEREFORE, in consideration of the premises and to induce the Administrative Agent, for the benefit of the Secured Parties, to enter into the Credit Agreement, the Pledgors hereby agree with the Administrative 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. Each Pledgor hereby pledges and grants to the Administrative Agent for the benefit of the Secured Parties a lien on and security interest in and to all of its right, title and interest in, to and under all the following Pledged Collateral of such Pledgor:

(a) Trademarks of such Pledgor listed on Schedule I attached hereto;

(b) all Goodwill associated with such Trademarks; and

(c) all Proceeds of any and all of the foregoing (other than Excluded Property).

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 Administrative Agent pursuant to the Security Agreement and Pledgors hereby acknowledge and affirm that the rights and remedies of the Administrative 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 Administrative Agent shall otherwise determine.

SECTION 4. Termination. Upon the payment in full of the Secured Obligations and termination of the Security Agreement, the Administrative Agent shall execute, acknowledge, and deliver to the Pledgors 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 Trademark Security Agreement may be executed in any number of counterparts, all of which shall constitute one and the same instrument, and any party hereto may execute this Trademark Security Agreement by signing and delivering one or more counterparts.

[signature page follows]

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

HABAND COMPANY, INC.

By: _____
Name: Anthony Del Gaudio
Title: Chief Financial Officer

JOHNNY APPLESEED'S, INC.

By: _____
Name: David Walde
Title: Chief Financial Officer

NORM THOMPSON OUTFITTERS, INC.

By: _____
Name: David Walde
Title: Chief Financial Officer

DRAPER'S & DAMON'S, INC.

By: _____
Name: Vito Kowalchuk
Title: Chief Financial Officer

BLAIR CORPORATION

By: _____
Name: Adelmo S. Lopez
Title: Chief Executive Officer

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

HABAND COMPANY, INC.

By: _____
Name: Anthony Del Gaudio
Title: Chief Financial Officer

JOHNNY APPLESEED'S, INC.

By: _____
Name: David Walde
Title: Chief Financial Officer

NORM THOMPSON OUTFITTERS, INC.

By: _____
Name: David Walde
Title: Chief Financial Officer

DRAPER'S & DAMON'S, INC.

By: _____
Name: Vito Kowalchuk
Title: Chief Financial Officer

BLAIR CORPORATION

By: _____
Name: Adelmo S. Lopez
Title: Chief Executive Officer

ABL Trademark Security Agreement Signature Pages

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

HABAND COMPANY, INC.

By: _____
Name: Anthony Del Gaudio
Title: Chief Financial Officer

JOHNNY APPLESEED'S, INC.

By: _____
Name: David Walde
Title: Chief Financial Officer

NORM THOMPSON OUTFITTERS, INC.

By: _____
Name: David Walde
Title: Chief Financial Officer

DRAPER'S & DAMON'S, INC.

By: _____
Name: Vito Kowalchuk
Title: Chief Financial Officer

BLAIR CORPORATION

By: _____
Name: Adelmo S. Lopez
Title: Chief Executive Officer

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

HABAND COMPANY, INC.

By: _____
Name: Anthony Del Gaudio
Title: Chief Financial Officer

JOHNNY APPLESEED'S, INC.

By: _____
Name: David Waldo
Title: Chief Financial Officer

NORM THOMPSON OUTFITTERS, INC.

By: _____
Name: David Waldo
Title: Chief Financial Officer

DRAPER'S & DAMON'S, INC.

By: _____
Name: Vito Kowalchuk
Title: Chief Financial Officer

BLAIR CORPORATION

By: _____
Name: Adelmo S. Lopez
Title: Chief Executive Officer

ABL Trademark Security Agreement Signature Pages

Accepted and Agreed:

UBS AG, STAMFORD BRANCH, as
Administrative Agent

By: _____
Name: David B. Julie
Title: Associate Director

By: _____
Name: Irja R. Otsa
Title: Associate Director

ABL Trademark Security Agreement Signature Page

SCHEDULE I
Haband Company, Inc. Trademarks

Trademark	Application Serial No.	Filing Date	Registration No.	Issue Date	Status	Owner
ADJUST-O-PEDIC	76527698	7/2/03	2907808	12/7/04	Registered	Haband Company, Inc.
ADRIAN DELAFIELD	75897003	1/13/00	2457019	6/5/01	Registered	Haband Company, Inc.
AMERICAN SWEETHEART	74271881	5/4/92	1797101	10/5/93	Renewed	Haband Company, Inc.
CASUAL JOE	75896701	1/13/00	2457017	6/5/01	Registered	Haband Company, Inc.
DUKE	75716806	5/28/99	--	--	Pending	Haband Company, Inc.
DUKE BELTED CHINOS	75759285	7/22/99	--	--	Pending	Haband Company, Inc.
EXECUTIVE DIVISION	75896702	1/13/00	2494007	10/2/01	Registered	Haband Company, Inc.
HABAND	76357469	1/14/02	2712960	5/6/03	Registered	Haband Company, Inc.
HABAND TRAVELERS	75896703	1/13/00	2535540	2/5/02	Registered	Haband Company, Inc.
HEALTHRITE	76596792	6/14/04	3101303	6/6/06	Registered	Haband Company, Inc.
JACK FROST	75897002	1/13/00	2622820	9/24/02	Registered	Haband Company, Inc.
STAG HILL	75896700	1/13/00	2457016	6/5/01	Registered	Haband Company, Inc.

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SCHEDULE I

Johnny Appleseed's, Inc. Trademarks

Trademark	Application Serial No.	Filing Date	Registration No.	Issue Date	Status	Owner
APPLESEED'S	74303455	8/12/92	1771355	5/18/93	Registered	Johnny Appleseed's, Inc.
APPLESEED'S	74333322	11/23/92	1809067	12/7/93	Registered	Johnny Appleseed's, Inc.
BRIGHT IDEA	76250318	5/2/01	2644241	10/29/02	Registered	Johnny Appleseed's, Inc.
Design Only	72367296	8/6/70	0941094	8/15/72	Registered	Johnny Appleseed's, Inc.
HAYMAKER	74318369	9/28/92	1773058	5/25/93	Registered	Johnny Appleseed's, Inc.
JOHNNY APPLESEED'S	72367139	8/5/70	0921309	9/28/71	Registered	Johnny Appleseed's, Inc.
JOHNNY APPLESEED'S	72139756	3/13/62	0756119	9/3/63	Registered	Johnny Appleseed's, Inc.
LESTER SQUARE	75364838	9/29/97	2203937	11/17/98	Registered	Johnny Appleseed's, Inc.
LOMBARDI	75856628	11/24/99	2523614	12/25/01	Registered	Johnny Appleseed's, Inc.
THE TOG SHOP	74318388	9/28/92	1910140	8/8/95	Registered	Johnny Appleseed's, Inc.
THE TOG SHOP	76339685	11/20/01	2777318	10/28/03	Registered	Johnny Appleseed's, Inc.

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SCHEDULE I
Norm Thompson Outfitters, Inc. Trademarks

Trademark	Application Serial No.	Filing Date	Registration No.	Issue Date	Status	Owner
A WORLD OF UNFORGETTABLE GIFTS	76069582	06/13/00	2533750	01/29/02	Registered	Norm Thomson Outfitters, Inc.
ALWAYS-FIT	74391242	05/17/93	1915012	08/29/95	Registered	Norm Thomson Outfitters, Inc.
AUTO-SIZER	74802278	05/17/93	1924709	10/03/95	Registered	Norm Thomson Outfitters, Inc.
AUTO-SIZER	74391243	05/17/93	2130811	01/20/98	Registered	Norm Thomson Outfitters, Inc.
CITY EXPRESS	75892180	01/07/00	2406381	11/21/00	Registered	Norm Thomson Outfitters, Inc.
DEER-MOCS	71653119	09/14/53	611238	08/23/55	Registered Supplemental Register	Norm Thomson Outfitters, Inc.
DEPARTURE	72317616	01/27/69	0879325	10/28/69	Registered	Norm Thomson Outfitters, Inc.
DEPARTURES	74647880	03/17/95	1976238	05/28/96	Registered	Norm Thomson Outfitters, Inc.
Design Only - Old Man Winter	73195388	12/04/78	1189696	02/16/82	Registered	Norm Thomson Outfitters, Inc.
Design Only – Ram	75290594	05/12/97	2139253	02/24/98	Registered	Norm Thomson Outfitters, Inc.
EARLY WINTERS	73318776	07/13/81	1204997	08/10/82	Registered	Norm Thomson Outfitters, Inc.
EARLY WINTERS	73194311	11/22/78	1143074	12/16/80	Registered	Norm Thomson Outfitters, Inc.
ESCAPE FROM THE ORDINARY	72390844	04/30/71	0946841	11/07/72	Registered	Norm Thomson Outfitters, Inc.
ESCAPE FROM THE ORDINARY	73404671	12/03/82	1284733	07/03/84	Registered	Norm Thomson Outfitters, Inc.
FLY RIGHT	75814946	10/05/99	2567994	05/07/02	Registered	Norm Thomson Outfitters, Inc.
FLY RIGHT	75980635	10/05/99	2491496	09/18/01	Registered	Norm Thomson Outfitters, Inc.
FREQUENT FLYER	74592966	10/31/94	1923811	10/03/95	Registered	Norm Thomson Outfitters, Inc.
FURNACE SHIRT	74259147	03/26/92	1811578	12/14/93	Registered	Norm Thomson Outfitters, Inc.
GETTING OFF THE BEATEN PATH	77048617	11/21/06			Pending	Norm Thomson Outfitters, Inc.
LIGHTNING BUG	73265673	06/09/80	1168264	09/08/81	Registered	Norm Thomson

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Trademark	Application Serial No.	Filing Date	Registration No.	Issue Date	Status	Owner
						Outfitters, Inc.
MILE MATES	78095548	11/28/01	2645893	11/05/02	Registered	Norm Thomson Outfitters, Inc.
NORM THOMPSON	73249574	02/11/80	1224105	01/18/83	Registered	Norm Thomson Outfitters, Inc.
NORM THOMPSON	73382473	08/30/82	1348672	07/09/85	Registered	Norm Thomson Outfitters, Inc.
NORTHERN STRETCH	74403893	06/15/93	1905044	07/11/95	Registered	Norm Thomson Outfitters, Inc.
PANAMA CRUSHER	73265674	06/09/80	1183893	12/29/81	Registered	Norm Thomson Outfitters, Inc.
PERFECT-FIT	78318795	10/27/03	2941000	04/12/05	Registered Supplemental Register	Norm Thomson Outfitters, Inc.
PRODUCTS THAT MAKE LIFE EASIER	76338287	11/14/01			Pending	Norm Thomson Outfitters, Inc.
RESERVE HARVEST	74800670	11/16/89	1753081	02/16/93	Registered	Norm Thomson Outfitters, Inc.
SAHALIE	78306912	09/29/03			Published	Norm Thomson Outfitters, Inc.
SAVE YOUR BACK	75868242	12/08/99	2462813	06/19/01	Registered	Norm Thomson Outfitters, Inc.
SCOZIES	75892183	01/07/00	2477530	08/14/01	Registered	Norm Thomson Outfitters, Inc.
SHEEPKINS	75290595	05/12/97	2229572	03/02/99	Registered	Norm Thomson Outfitters, Inc.
SHIKARI	75326211	07/17/97	2180573	08/11/98	Registered	Norm Thomson Outfitters, Inc.
SLUMBER SOCKS	75892182	1/7/00	2415818	12/26/00	Registered	Norm Thomson Outfitters, Inc.
SOLTEX	75813468	10/01/99	2357806	06/13/00	Registered	Norm Thomson Outfitters, Inc.
SOLUTIONS	75501536	06/12/98	2369890	07/25/00	Registered	Norm Thomson Outfitters, Inc.
SOLUTIONS	73591350	04/03/86	1444563	06/23/87	Registered	Norm Thomson Outfitters, Inc.
THE PRIMARY LAYER	73806146	06/12/89	1580795	01/30/90	Registered	Norm Thomson Outfitters, Inc.
TRAVELER'S SUEDE	75892181	01/07/00	2537693	02/12/02	Registered	Norm Thomson Outfitters, Inc.
WATERFRONT LIVING	76262301	05/23/01	2614820	09/03/02	Registered	Norm Thomson Outfitters, Inc.
ZIP DRY	75813469	10/01/99	2516310	12/11/01	Registered	Norm Thomson Outfitters, Inc.

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SCHEDULE I
Draper's & Damon's Inc. Trademarks

Trademark	Application Serial No.	Filing Date	Registration No.	Issue Date	Status	Owner
CLASSIC COMFORT	78270022	7/2/03	2877447	8/24/04	Registered	Draper's & Damon's Inc.
D & D	75696012	5/3/99	2456703	5/5/01	Registered	Draper's & Damon's Inc.
D&D	75696013	5/3/99	2456704	5/5/01	Registered	Draper's & Damon's Inc.
DD	78371377	2/20/04	3056392	1/31/06	Registered	Draper's & Damon's Inc.
DD	78371401	2/20/04	3038382	1/3/06	Registered	Draper's & Damon's Inc.
DRAPER'S & DAMON'S	75640364	2/12/99	2346876	5/2/00	Registered	Draper's & Damon's Inc.
DRAPER'S & DAMON'S	78371352	2/20/04	3036662	12/27/05	Registered	Draper's & Damon's Inc.
DRAPER'S ESSENTIALS	78413396	5/5/04	--	--	Pending ITU	Draper's & Damon's Inc.
DRAPER'S STUDIO	78193608	12/11/02	2766953	9/23/03	Registered	Draper's & Damon's Inc.
FOREVERFRIENDS	78433252	6/10/04	--	--	Pending ITU	Draper's & Damon's Inc.
RED BUTTON	78294089	8/29/03	2891338	10/5/04	Registered	Draper's & Damon's Inc.
RED BUTTON	78294113	8/29/03	2901717	11/9/04	Registered	Draper's & Damon's Inc.
SIGNATURE KNITS	78512989	11/8/04	3136949	8/29/06	Registered	Draper's & Damon's Inc.
WEB ONLY	78294099	8/29/03	2877618	8/24/04	Registered	Draper's & Damon's Inc.

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SCHEDULE I
Blair Corporation Trademarks

Trademark	Application Serial No.	Filing Date	Registration No.	Issue Date	Status	Owner
220 HICKORY	76030466	4/20/00	2684215	2/4/03	Registered	Blair Corporation
220 HICKORY	76030185	4/20/00	2564412	4/23/02	Registered	Blair Corporation
ADJUST-A-BAND	76351903	12/21/01	2793723	12/16/03	Registered	Blair Corporation
ADVENTURERS' CLUB	75255788	3/11/97	2336999	4/4/00	Registered	Blair Corporation
ALLEGHENY TRAIL	73658669	5/4/87	1477803	2/23/88	Registered	Blair Corporation
ALLEGHENY WOODLANDS RESEARCH GROUP, INC.	75665449	3/22/99	2403467	11/14/00	Registered	Blair Corporation
BLAIR	73402356	11/12/82	1283914	6/26/84	Registered Supplemental Register	Blair Holdings, Inc.
BLAIR	75008109	10/20/95	2134847	2/3/98	Registered	Blair Corporation
BLAIR	75028617	12/6/95	2008690	10/15/96	Registered	Blair Holdings, Inc.
BLAIR	75097096	5/1/96	2061091	5/13/97	Registered / Reinstated	Blair Holdings, Inc.
BLAIR	74031929	2/23/90	1624256	11/20/90	Registered	Blair Holdings, Inc.
BLAIR	73780989	2/15/89	1563972	10/31/89	Registered	Blair Holdings, Inc.
BLAIR	73450549	10/31/83	1422914	12/30/86	Registered	Blair Holdings, Inc.
BLAIR	78617467	4/26/05			Pending.	Blair Holdings, Inc.
BLAIR	77058143	12/6/06			Pending	Blair Holdings, Inc.
BLAIR BOUTIQUE	74013171	12/22/89	1626066	12/4/90	Registered	Blair Holdings, Inc.
BLAIR DELMONICO	76510924	5/1/03	2894537	10/19/04	Registered	Blair Holdings, Inc.
BLAIRCREDITSERVICES.COM	78842707	3/21/06			Pending	Blair Holdings, Inc.
BLAIRGUARD	73073546	1/7/76	1051930	11/2/76	Registered	Blair Holdings, Inc.
BLAIR-PLUS	74053658	4/27/90	1636210	2/26/91	Registered	Blair Holdings, Inc.
BLAIR-SUEDE	73658670	5/4/87	1542603	6/6/89	Registered	Blair Holdings, Inc.
COMFORT EASE	74514149	4/19/94	1893194	5/9/95	Registered	Blair Corporation
CROSSING POINTE	76124741	9/7/00	2727655	6/17/03	Registered	Blair Corporation
ELISABETH WILLIAMS	73813427	7/19/89	1582710	2/13/90	Registered	Blair Holdings, Inc.
IMPROVED LIVING	73732092	6/2/88	1584039	2/20/90	Registered	Blair Holdings, Inc.
IMPROVED LIVING	73738785	7/8/88	1543353	6/13/89	Registered	Blair Holdings, Inc.

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Trademark	Application Serial No.	Filing Date	Registration No.	Issue Date	Status	Owner
IRVINE PARK	73781458	2/17/89	1558163	9/26/89	Registered	Blair Corporation
JB	72363565	6/24/70	0924751	11/30/71	Registered	Blair Corporation
JOHN BLAIR	72381037	1/14/71	0930561	3/7/72	Registered	Blair Holdings, Inc.
JOHN BLAIR	72362270	6/10/70	0910968	4/6/71	Registered	Blair Holdings, Inc.
JOHN BLAIR	72200200	8/19/64	0790047	5/25/65	Registered	Blair Holdings, Inc.
LADY BLAIR	73552497	8/8/85	1429299	2/17/87	Registered	Blair Holdings, Inc.
NPC	72289415	1/23/68	0854692	8/13/68	Registered	Blair Corporation
NPC	72229543	10/7/65	0814574	9/6/66	Registered	Blair Corporation
PERSONAL CHOICE	73525941	3/8/85	1360765	9/17/85	Registered	Blair Holdings, Inc.
SCANDIA WOODS	73658667	5/4/87	1656300	9/10/91	Registered	Blair Corporation
SILHOUETTE SLIMMER	74457519	11/12/93	1991573	8/6/96	Registered	Blair Corporation
STIK-TITE	74573523	9/14/94	2010722	10/22/96	Registered	Blair Corporation
STONYBROOK	74012298	12/19/89	1615823	10/2/90	Registered	Blair Corporation
THE NOTEBOOK	73586396	3/6/86	1415984	11/4/86	Registered	Blair Corporation
TODAY'S KITCHEN	75726934	6/10/99	2447437	5/1/01	Registered	Blair Corporation
TOTALLY TOPS	75534135	8/7/98	2621668	9/17/02	Registered	Blair Corporation
TROPICOOL	73658671	5/4/87	1469163	12/15/87	Registered	Blair Corporation

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