

RECORD
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07-14-2004

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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



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To the Honorable Commissioner of Patents a

102790478

original documents or copy thereof.

Name of conveying party(ies):

7-12-04

Gerry Sportswear Company LLC

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

X Other Delaware Limited Liability Co.

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 domestic 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: _____

19

7. Total fee (37 CFR 3.41).....\$ 490.00

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

01 FC:4521
02 FC:4520

40.00 DP
450.00 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

Signature

7/6/04

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>
BARRIER	Canada	380744	Gerry Sprrswr Co LLC	Registered
BOMBSHELL	Japan	3263350	Gerry Sprrswr Co LLC	Registered
1 BOMBSHELL	USA	2,114,370	Gerry Sprrswr Co LLC	Registered
2 BOMBSHELL	USA	78/392,986	Gerry Sprrswr Co LLC	Pending
BOMBSHELL	Austria	163618	Gerry Sprrswr Co LLC	Registered
(& Design)				
BOMBSHELL	Benelux	541107	Gerry Sprrswr Co LLC	Registered
(& Design)				
BOMBSHELL	Canada	TMA528128	Gerry Sprrswr Co LLC	Registered
(& Design)				
BOMBSHELL	European Un.	59865	Gerry Sprrswr Co LLC	Registered
(& Design)				
BOMBSHELL	Germany	2084562	Gerry Sprrswr Co LLC	Registered
(& Design)				
BOMBSHELL	Japan	4033598	Gerry Sprrswr Co LLC	Registered
(& Design)				
BOMBSHELL	Japan	3254651	Gerry Sprrswr Co LLC	Registered
(& Design)				
BOMBSHELL	Switzerland	420642	Gerry Sprrswr Co LLC	Registered
(& Design)				
COMFY	Mexico	751534	Gerry Sprrswr Co LLC	Registered
COMFY	Mexico	751534	Gerry Sprrswr Co LLC	Registered
3 COMFY	USA	1,184,786	Gerry Sprrswr Co LLC	Registered
(& Design)				
DEMETRE	Argentina	1,527,178	Gerry Sprrswr Co LLC	Registered
DEMETRE	Canada	353002	Gerry Sprrswr Co LLC	Registered
4 DEMETRE	USA	1,641,356	Gerry Sprrswr Co LLC	Registered
5 FARWEST	USA	1,833,884	Gerry Sprrswr Co LLC	Registered
G Triangle Design	Australia	A319528	Gerry Sprrswr Co LLC	Registered
G Triangle Design	Austria	89 733	Gerry Sprrswr Co LLC	Registered
G Triangle Design	Canada	TMA223,733	Gerry Sprrswr Co LLC	Registered
G Triangle Design	China	3900150	Gerry Sprrswr Co LLC	Pending
G Triangle Design	China	3900148	Gerry Sprrswr Co LLC	Pending
G Triangle Design	France	1527539	Gerry Sprrswr Co LLC	Registered
G Triangle Design	Germany	986655	Gerry Sprrswr Co LLC	Registered
G Triangle Design	Japan	3266305	Gerry Sprrswr Co LLC	Registered
G Triangle Design	New Zealand	B124313	Gerry Sprrswr Co LLC	Registered
G Triangle Design	Sweden	165436	Gerry Sprrswr Co LLC	Registered
G Triangle Design	Switzerland	296640	Gerry Sprrswr Co LLC	Registered
G Triangle Design	UK	B1096935	Gerry Sprrswr Co LLC	Registered
6 G Triangle Design	USA	952,492	Gerry Sprrswr Co LLC	Registered

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7 G Triangle Design	USA	78/389,897	Gerry Sprtswr Co LLC	Pending
G Triangle Design	Korea	40-2004-13629	Gerry Sprtswr Co LLC	Pending
G Triangle Design	China	Awaiting	Gerry Sprtswr Co LLC	Pending
G Triangle Design	Japan	Awaiting	Gerry Sprtswr Co LLC	Pending
G Triangle Design	Russia	Awaiting	Gerry Sprtswr Co LLC	Pending
G Triangle Design	Canada	Awaiting	Gerry Sprtswr Co LLC	Pending
G Triangle Design	Mexico	Awaiting	Gerry Sprtswr Co LLC	Pending
G Triangle Design	Taiwan	093020141	Gerry Sprtswr Co LLC	Pending
G Triangle Design	European Un.	Awaiting	Gerry Sprtswr Co LLC	Pending
8 Square G GERRY	USA	1,346,366	Gerry Sprtswr Co LLC	Registered
GERRY	Austria	99 367	Gerry Sprtswr Co LLC	Registered
GERRY	Canada	TMA228,016	Gerry Sprtswr Co LLC	Registered
GERRY	Denmark	VR 661 1985	Gerry Sprtswr Co LLC	Registered
GERRY	Finland	T200101973	Gerry Sprtswr Co LLC	Pending
GERRY	France	1527538	Gerry Sprtswr Co LLC	Registered
GERRY	Germany	986655	Gerry Sprtswr Co LLC	Registered
GERRY	Ireland	223713	Gerry Sprtswr Co LLC	Registered
GERRY	Japan	4106049	Gerry Sprtswr Co LLC	Registered
GERRY	Switzerland	314119	Gerry Sprtswr Co LLC	Registered
GERRY	UK	1096936	Gerry Sprtswr Co LLC	Registered
9 GERRY	USA	954,759	Gerry Sprtswr Co LLC	Registered
10 GERRY	USA	742,640	Gerry Sprtswr Co LLC	Registered
GERRY	USA	1,909,358	Gerry Sprtswr Co LLC	Registered
11 GERRY	USA	78/392,987	Gerry Sprtswr Co LLC	Pending
GERRY	Austria	Awaiting	Gerry Sprtswr Co LLC	Pending
GERRY	Benelux	Awaiting	Gerry Sprtswr Co LLC	Pending
GERRY	Denmark	Awaiting	Gerry Sprtswr Co LLC	Pending
GERRY	Finland	Awaiting	Gerry Sprtswr Co LLC	Pending
GERRY	France	Awaiting	Gerry Sprtswr Co LLC	Pending
GERRY	Germany	Awaiting	Gerry Sprtswr Co LLC	Pending
GERRY	Ireland	Awaiting	Gerry Sprtswr Co LLC	Pending
GERRY	Russia	Awaiting	Gerry Sprtswr Co LLC	Pending
GERRY	Taiwan	093020142	Gerry Sprtswr Co LLC	Pending
GERRY	UK	Awaiting	Gerry Sprtswr Co LLC	Pending
G Triangle Design w/ GERRY underneath	India	1230328	Gerry Sprtswr Co LLC	Pending
G Triangle Design w/ GERRY underneath	Canada	1197823	Gerry Sprtswr Co LLC	Pending
G Triangle Design w/ GERRY underneath	China	Awaiting	Gerry Sprtswr Co LLC	Pending
G Triangle Design w/ GERRY underneath	Japan	2000-40618	Gerry Sprtswr Co LLC	Pending
G Triangle Design w/ GERRY underneath	Japan	2004-29254	Gerry Sprtswr Co LLC	Pending

<u>MARK</u>	<u>COUNTRY</u>	<u>APP/REG No.</u>	<u>OWNER</u>	<u>STATUS</u>
G Triangle Design w/ GERRY underneath	USA	1,407,702	Gerry Sprtswr Co LLC	Registered
G Triangle Design w/ GERRY to the left	Japan	2000-45615	Gerry Sprtswr Co LLC	Pending
G Triangle Design w/ GERRY to the left	Japan	2001-98509	Gerry Sprtswr Co LLC	Pending
G Triangle Design	Japan	2004-37490	Gerry Sprtswr Co LLC	Pending
14 Loop Design	USA	1,651,544	Gerry Sprtswr Co LLC	Registered
MAMBINO	Canada	1129209	Gerry Sprtswr Co LLC	Pending
MAMBOSOK	Canada	TMA426179	Gerry Sprtswr Co LLC	Registered
MAMBOSOK	Canada	TMA429328	Gerry Sprtswr Co LLC	Registered
MAMBOSOK	Japan	4023066	Gerry Sprtswr Co LLC	Registered
5 MAMBOSOK	USA	1,734,957	Gerry Sprtswr Co LLC	Registered
16 MAMBOSOK	USA	1,700,640	Gerry Sprtswr Co LLC	Registered
MAMBOSOK	Taiwan	093020143	Gerry Sprtswr Co LLC	Pending
17 MAMBOSOK	USA	78/392,989	Gerry Sprtswr Co LLC	Pending
MAMBOSOK	China	Awaiting	Gerry Sprtswr Co LLC	Pending
MAMBOSOK	Japan	Awaiting	Gerry Sprtswr Co LLC	Pending
MAMBOSOK	Korea	Awaiting	Gerry Sprtswr Co LLC	Pending
MAMBOSOK	Russia	Awaiting	Gerry Sprtswr Co LLC	Pending
MAMBOSOK	Canada	Awaiting	Gerry Sprtswr Co LLC	Pending
MAMBOSOK	Mexico	Awaiting	Gerry Sprtswr Co LLC	Pending
MAMBOSOK	European Un.	Awaiting	Gerry Sprtswr Co LLC	Pending
18 RUSTIKIDS	USA	2,269,545	Gerry Sprtswr Co LLC	Registered
TEMPCO	Canada	TMA433,406	Gerry Sprtswr Co LLC	Registered
19 TEMPCO	USA	1,025,298	Gerry Sprtswr Co LLC	Registered

TRADEMARK SECURITY AGREEMENT

TRADEMARK SECURITY AGREEMENT, dated as of June 22, 2004, by GERRY SPORTSWEAR COMPANY LLC, a Delaware limited liability company ("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 Amerex Group Inc., as Borrower, Grantor, as a Credit Party, the other 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]

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>
BARRIER	Canada	380744	Gerry Sptswr Co LLC	Registered
BOMBSHELL	Japan	3263350	Gerry Sptswr Co LLC	Registered
1 BOMBSHELL	USA	2,114,370	Gerry Sptswr Co LLC	Registered
2 BOMBSHELL	USA	78/392,986	Gerry Sptswr Co LLC	Pending
BOMBSHELL	Austria	163618	Gerry Sptswr Co LLC	Registered
(& Design)				
BOMBSHELL	Benelux	541107	Gerry Sptswr Co LLC	Registered
(& Design)				
BOMBSHELL	Canada	TMA528128	Gerry Sptswr Co LLC	Registered
(& Design)				
BOMBSHELL	European Un.	59865	Gerry Sptswr Co LLC	Registered
(& Design)				
BOMBSHELL	Germany	2084562	Gerry Sptswr Co LLC	Registered
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BOMBSHELL	Japan	4033598	Gerry Sptswr Co LLC	Registered
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BOMBSHELL	Japan	3254651	Gerry Sptswr Co LLC	Registered
(& Design)				
BOMBSHELL	Switzerland	420642	Gerry Sptswr Co LLC	Registered
(& Design)				
COMFY	Mexico	751534	Gerry Sptswr Co LLC	Registered
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6 G Triangle Design	USA	952,492	Gerry Sptswr Co LLC	Registered

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G Triangle Design	Korea	40-2004-13629	Gerry Sprtswr Co LLC	Pending
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G Triangle Design	Mexico	Awaiting	Gerry Sprtswr Co LLC	Pending
G Triangle Design	Taiwan	093020141	Gerry Sprtswr Co LLC	Pending
G Triangle Design	European Un.	Awaiting	Gerry Sprtswr Co LLC	Pending
8 Square G GERRY	USA	1,346,366	Gerry Sprtswr Co LLC	Registered
GERRY	Austria	99 367	Gerry Sprtswr Co LLC	Registered
GERRY	Canada	TMA228,016	Gerry Sprtswr Co LLC	Registered
GERRY	Denmark	VR 661 1985	Gerry Sprtswr Co LLC	Registered
GERRY	Finland	T200101973	Gerry Sprtswr Co LLC	Pending
GERRY	France	1527538	Gerry Sprtswr Co LLC	Registered
GERRY	Germany	986655	Gerry Sprtswr Co LLC	Registered
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GERRY	Austria	Awaiting	Gerry Sprtswr Co LLC	Pending
GERRY	Benelux	Awaiting	Gerry Sprtswr Co LLC	Pending
GERRY	Denmark	Awaiting	Gerry Sprtswr Co LLC	Pending
GERRY	Finland	Awaiting	Gerry Sprtswr Co LLC	Pending
GERRY	France	Awaiting	Gerry Sprtswr Co LLC	Pending
GERRY	Germany	Awaiting	Gerry Sprtswr Co LLC	Pending
GERRY	Ireland	Awaiting	Gerry Sprtswr Co LLC	Pending
GERRY	Russia	Awaiting	Gerry Sprtswr Co LLC	Pending
GERRY	Taiwan	093020142	Gerry Sprtswr Co LLC	Pending
GERRY	UK	Awaiting	Gerry Sprtswr Co LLC	Pending
G Triangle Design	India	1230328	Gerry Sprtswr Co LLC	Pending
w/ GERRY underneath				
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G Triangle Design	China	Awaiting	Gerry Sprtswr Co LLC	Pending
w/ GERRY underneath				
G Triangle Design	Japan	2000-40618	Gerry Sprtswr Co LLC	Pending
w/ GERRY underneath				
G Triangle Design	Japan	2004-29254	Gerry Sprtswr Co LLC	Pending
w/ GERRY underneath				

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G Triangle Design w/ GERRY to the left	Japan	2000-45615	Gerry Sprtswr Co LLC	Pending
G Triangle Design w/ GERRY to the left	Japan	2001-98509	Gerry Sprtswr Co LLC	Pending
G Triangle Design	Japan	2004-37490	Gerry Sprtswr Co LLC	Pending
14 Loop Design	USA	1,651,544	Gerry Sprtswr Co LLC	Registered
MAMBINO	Canada	1129209	Gerry Sprtswr Co LLC	Pending
MAMBOSOK	Canada	TMA426179	Gerry Sprtswr Co LLC	Registered
MAMBOSOK	Canada	TMA429328	Gerry Sprtswr Co LLC	Registered
MAMBOSOK	Japan	4023066	Gerry Sprtswr Co LLC	Registered
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MAMBOSOK	Japan	Awaiting	Gerry Sprtswr Co LLC	Pending
MAMBOSOK	Korea	Awaiting	Gerry Sprtswr Co LLC	Pending
MAMBOSOK	Russia	Awaiting	Gerry Sprtswr Co LLC	Pending
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TEMPCO	Canada	TMA433,406	Gerry Sprtswr Co LLC	Registered
19 TEMPCO	USA	1,025,298	Gerry Sprtswr Co LLC	Registered

TRADEMARK LICENSES

None.