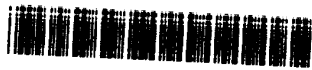
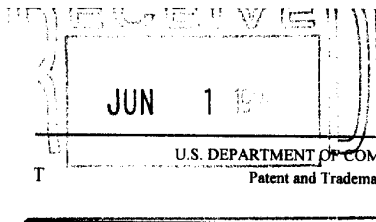


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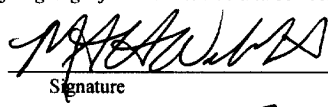
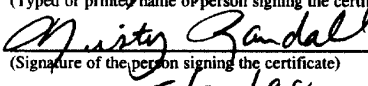


100726299



MRD 6-1-98

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original document or copy thereof.

<p>1. Name of Party(ies) conveying an interest:</p> <p>Cluett Peabody & Co., Inc. 48 West 38th Street New York, New York 10018</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation <u>Delaware</u> <input type="checkbox"/> Other</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and Address of Party(ies) receiving an interest:</p> <p>Name: <u>NationsBank, N.A., As Agent</u> Street Address: <u>100 North Tryon Street</u> Internal Address: <u>NationsBank Corporate Center, 8th Floor</u> City: <u>Charlotte</u> State: <u>North Carolina</u> Zip: <u>28255</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____</p> <p><input type="checkbox"/> Limited Partnership _____ <input type="checkbox"/> Corporation _____ <input checked="" type="checkbox"/> Other <u>National Banking Association</u></p> <p>Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of Conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other <u>Notice of Grant of Security Interest In Trademarks</u></p> <p>Execution Date: <u>May 18, 1998</u></p>	
<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s): <u>N/A</u></p>	<p>B. Trademark Registration No.(s): <u>See Attached</u></p> <p>Additional numbers attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Mark H. Webbink, Esq.</u> Internal Address: <u>Moore & Van Allen, PLLC</u> Street Address: <u>2200 West Main Street, Suite 800</u> City: <u>Durham</u> State: <u>NC</u> ZIP: <u>27705</u></p>	<p>6. Total number of applications and registrations involved: <u>8</u></p> <p>7. Total fee (37 CFR 3.4): \$ <u>215.00</u> <input checked="" type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account (Any Deficiency)</p> <p>8. Deposit account number: <u>13-4365</u> (Attach duplicate copy of this form if paying by deposit account):</p>
DO NOT USE THIS SPACE	
<p>9. Statement and signature.</p> <p><i>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.</i></p> <p><u>Mark H. Webbink, Esq.</u>  <u>5/27/98</u> Name of Person Signing Signature Date</p> <p>Total number of pages including cover sheet, attachments and document: <u>7</u></p>	
<p>Mail documents to be recorded with required cover sheet information to:</p> <p>Commissioner of Patents and Trademarks Box Assignments Washington, D.C. 20231</p>	<p style="text-align: center;">CERTIFICATE OF MAILING</p> <p>I hereby certify that this paper is being deposited with the United States Postal Service as first class mail in an envelope addressed to the Commissioner Of Patent And Trademarks, Washington, DC 20231, BOX ASSIGNMENTS.</p> <p><u>Misty Randall</u> (Typed or printed name of person signing the certificate)</p> <p> (Signature of the person signing the certificate)</p> <p><u>5/27/98</u> (Date of Signature)</p>

06/03/1998 TTON11 00000013 278395

01 FC:481
02 FC:482

40.00 OP
175.00 OP

ATTACHMENT A

RECORDATION FORM COVER SHEET - TRADEMARKS

4. Application Number or Registration Number(s):

B. Trademark Registration No.(s):

MARK	REGISTRATION NO.	REGISTRATION DATE
SANFORIZED	278,395	12/16/30
SANFORIZADO	374,398	1/9/40
SANFORIZADO	372,859	11/14/39
SANFORIZED	408,781	8/29/44
SANFORIZED	408,780	8/29/44
SANFORIZED	352,968	12/21/37
SANFORSET	438,775	5/11/48
SANFORSET	384,385	1/14/41

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of May 18, 1998 (the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and NationsBank, N.A., as Agent (the "Agent") for the Lenders referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Agent for the ratable benefit of the Lenders:

TRADEMARKS

<u>Trademark No.</u>	Description of Trademark <u>Item</u>	Date of <u>Trademark</u>
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See Schedule A attached hereto

TRADEMARK APPLICATIONS

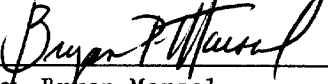
<u>Trademark Applications No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Applications</u>
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See Schedule A attached hereto

The Obligors and the Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

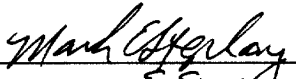
Very truly yours,

CLUETT PEABODY & CO., INC. (DELAWARE)

By: 
Name: Bryan Marsal
Title: Chairman, Board of Directors

Acknowledged and Accepted:

NATIONSBANK, N.A., as Agent

By: 
Name: Mark E. Stephens
Title: Attorney-in-fact

SCHEDULE A
U.S. TRADEMARKS
OF
CLUETT, PEABODY & CO., INC. (Del.)

Registered Marks

MARK	REGISTRATION NO.	REGISTRATION DATE
SANFORIZED	278,395	12/16/30
SANFORIZADO	374,398	1/9/40
SANFORIZADO	372,859	11/14/39
SANFORIZED	408,781	8/29/44
SANFORIZED	408,780	8/29/44
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SANFORSET	384,385	1/14/41