

07-28-1999

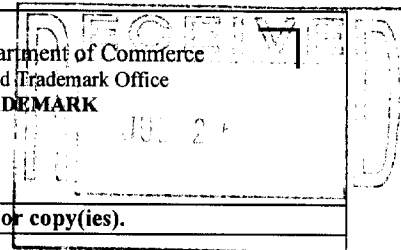
FORM PTO-1618A
Expires 06/30/99
OMB0651-0027

MKD
7-26-99



101101778
RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK



TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID#
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other

Effective Date
Month Day Year
3/10/99

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

- Individual General Partnership Limited Partnership
- Corporation Association
- Other

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization

07/27/1999 DNGUYEN 00000201 75612610

FOR OFFICE USE ONLY

01 FC:481 40.00 DP
02 FC:482 1000.00 DP
Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

Domestic Representative Name and Address

Enter for the first Receiving Party Only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached
 Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="75/612,610"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,248,406"/>	<input type="text" value="1,876,708"/>	<input type="text" value="1,786,827"/>
<input type="text" value="75/447,798"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,956,453"/>	<input type="text" value="1,857,744"/>	<input type="text" value="1,504,928"/>
<input type="text" value="75/305,504"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,923,805"/>	<input type="text" value="1,809,305"/>	<input type="text" value="1,504,927"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

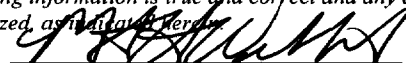
Method of Payment: Enclosed Deposit Account
 Deposit Account (any deficiency)
 (Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #
 Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated here.

Mark H. Webbink
Name of Person Signing


Signature

7/21/99
Date Signed

**RECORDATION FORM COVER SHEET
 CONTINUATION
 TRADEMARKS ONLY**

Conveying Party **Mark if additional names of conveying parties attached**
 Enter Additional Conveying Party

Name Execution Date
 Month Day Year

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organizaiton

Receiving Party **Mark if additional names of receiving parties attached**
 Enter Additional Receiving Party

Name

DBA/AKA/TA

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Address (line 3)
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Corporation Association

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Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,504,926"/>	<input type="text" value="1,260,071"/>	<input type="text" value="1,220,986"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,479,680"/>	<input type="text" value="1,286,092"/>	<input type="text" value="1,234,708"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,405,901"/>	<input type="text" value="1,249,057"/>	<input type="text" value="1,171,397"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,307,190"/>	<input type="text" value="1,236,432"/>	<input type="text" value="1,111,826"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,328,652"/>	<input type="text" value="1,224,341"/>	<input type="text" value="1,118,294"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,290,168"/>	<input type="text" value="1,254,597"/>	<input type="text" value="1,113,185"/>

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

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Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>	913,840	675,623	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	913,839	674,221	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	913,838	179,913	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	679,661	175,314	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	678,530	174,998	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	688,053	<input type="text"/>	<input type="text"/>

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Please be advised that pursuant to the Security Agreement dated as of March 10, 1999 (as the same may be amended, modified, extended or restated from time to time, the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A. (formerly known as NationsBank, N.A.), as Collateral Agent (the "Collateral Agent") for the Secured Parties referenced therein (the "Secured Parties"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Collateral Agent for the ratable benefit of the Secured Parties:

TRADEMARKS

<u>Trademark Registration No.</u>	Description of Trademark <u>Item</u>	Date of <u>Trademark</u>
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SEE THE ATTACHED SCHEDULE A

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 THE ATTACHED SCHEDULE A

The Obligors and the Collateral Agent, on behalf of the Secured Parties, 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,

FRUIT OF THE LOOM, INC.

By: 
Name: BRIAN J. HANIGAN
Title: Vice President

Acknowledged and Accepted:

BANK OF AMERICA, N.A., f/k/a
NATIONSBANK, N.A.,
as Collateral Agent

By: 
Name: _____
Title: E. PHIFER HELMS
MANAGING DIRECTOR

Schedule A

Fruit of the Loom, Inc. (NY)

U.S. Trademarks

Pending Applications

Mark	Application Serial No.	Filing Date
BET YOU THINK THIS IS SILK	75/612,610	12/28/98
ACTIVE COMFORT	75/447,798	3/10/98
CUMBERLAND BAY and Design	75/305,504	6/9/97

Registered Marks

Mark	Registration No.	Registration Date
COMFORTABLY HOLDS ITS SHAPE ALL DAY	2,248,406	5/25/99
FTL	1,956,453	2/13/96
LOFTEEZ	1,923,805	10/3/95
FRUIT OF THE LOOM	1,876,708	1/31/95
RIBBED WHITES	1,857,744	10/11/94
FRUIT OF THE LOOM CASUAL WEAR and Design	1,809,305	12/7/93
CASUAL COLORS	1,786,827	8/10/93
FRUIT OF THE LOOM CASUALS	1,504,928	9/20/88
FRUIT OF THE LOOM MADE IN U.S.A. and Design	1,504,927	9/20/88
MADE IN U.S.A. and Design	1,504,926	9/20/88
Design Mark	1,479,680	3/8/88
DURABULK	1,405,901	8/19/85
VOGUE	1,307,190	11/27/84
FUNPALS	1,328,652	4/2/85
MADEMOISELLE <MISS YOUNG LADY>	1,290,168	8/14/84
ART WORKS	1,260,071	12/6/83
LI'L APPLE	1,286,092	7/17/84
SCREEN STARS	1,249,057	8/23/83
GOLDEN BLEND (stylized)	1,236,432	5/3/83
UNIPRINTS	1,224,341	1/18/83
PREMIUM PLUS + and Design	1,254,597	10/18/83
GREAT LOOKS (stylized)	1,220,986	12/21/82
FRUIT OF THE LOOM and Design	1,234,708	4/12/83
FINALISTS	1,171,397	9/29/81
UNDEROOS	1,111,826	1/23/79
THE SOCK HOUSE	1,118,294	5/15/79

Mark	Registration No.	Registration Date
SUPER BAND and Design	1,113,185	2/13/79
FRUIT OF THE LOOM and Design	913,840	6/8/71
FRUIT OF THE LOOM and Design	913,839	6/8/71
Design Mark	913,838	6/8/71
FRUIT OF THE LOOM and Design	679,661	6/2/59
FRUIT OF THE LOOM and Design	678,530	5/12/59
FRUIT OF THE LOOM and Design	688,053	11/10/59
OMEGA (stylized)	675,623	3/17/59
TOP DRAWER	674,221	2/17/59
PLANTATION and Design	179,913	2/19/24
FRUIT OF THE LOOM (stylized)	175,314	11/6/23
FRUIT OF THE LOOM (stylized)	174,998	10/30/23

State or Commonwealth Marks

State/Commonwealth	Mark	Registration No.	Registration Date
Puerto Rico	FRUIT OF THE LOOM	34,347	7/31/95
Puerto Rico	Design Mark	34,346	7/31/95