

06-16-2005



103021790

documents or the new address(es) below.

To the director of the U. S. Patent and
1. Name of conveying party(ies)/Executive

GTB Holding, Inc.

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

Citizenship (see guidelines) _____

Execution Date(s) March 24, 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: Wachovia Bank, National Association

Internal Address: _____

Street Address: 301 S. College Street - NC0479

City: Charlotte

State: North Carolina

Country: USA

Zip: 28202

Association Citizenship USA

General Partnership Citizenship _____

Limited Partnership Citizenship _____

Corporation Citizenship

Other 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) See additional sheet attached as Exhibit A

B. Trademark Registration No.(s) See additional sheet attached as Exhibit A

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: Otterbourg, Steindler, Houston & Rosen, P.C.

Internal Address: Marc T. Bacigalupo

Street Address: 230 Park Avenue

City: New York

State: New York

Zip: 10169

Phone Number: 212.661.9100

Fax Number: 917.368.7124

Email Address: mbacigalupo@oshr.com

6. Total number of applications and registrations involved:

5

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$90.00

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: Marc T. Bacigalupo
Signature

6/15/05
Date

06/16/2005 BYRNE 00000101 408780

01 FC:0521
02 FC:0522

40.00 DP
50.00 DP
Marc T. Bacigalupo
Type of Person Signing

Total number of pages including cover sheet, attachments, and document. 4

Documents to be recorded (including cover sheet) should be faxed to (703) 306-6995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

EXHIBIT A

<u>Trademark</u>	<u>Registration Number</u>	<u>Registration Date</u>	<u>Expiration Date</u>
SANFORIZED	408780	8/29/44	8/29/14
SANFORIZED	408781	8/29/44	8/29/14
SANFORSET	438775	5/11/48	5/11/08

ASSIGNMENT FOR SECURITY

TRADEMARKS

WHEREAS, GTB Holding, Inc., formerly known as Cluett Peabody Holding Corp., (the "Assignor") has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on the annexed Schedule IA, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Assignor is party to a Security Agreement, dated May 6, 2003 (the "Security Agreement"), by the Assignor in favor of Wachovia Bank, National Association, as successor collateral agent for certain lenders (the "Assignee");


WHEREAS, pursuant to the Security Agreement, the Assignor has assigned to the Assignee and granted to the Assignee for the benefit of the Lenders (as defined in the Security Agreement) a continuing security interest in all right, title and interest of the Assignor in, to and under the Trademarks, together with, among other things, the good-will of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the Obligations (as defined in the Security Agreement);

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor does hereby pledge, convey, sell, assign, transfer and set over unto the Assignee and grants to the Assignee for the benefit of the Lenders a continuing security interest in the Collateral to secure the prompt payment, performance and for the benefit of the lenders observance of the Obligations.

The Assignor does hereby further acknowledge and affirm that the rights and remedies of the Assignee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

IN WITNESS WHEREOF, the Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of March 24, 2005.

GTB HOLDING, INC.,
formerly known as Cluett Peabody Holding Corp.


By: 
Name: Scott Coleman
Title: Vice President and Secretary

STATE OF NEW YORK

SS.:

COUNTY OF NEW YORK

On this 24th day of March, 2005, before me personally came Scott Coleman, to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that he is the Vice President and Secretary of GTB Holding, Inc., a Delaware Corporation, and that he executed the foregoing instrument in the firm name of GTB Holding, Inc., and that he had authority to sign the same, and he acknowledged to me that he executed the same as the act and deed of said firm for the uses and purposes therein mentioned.



Notary Public

ALICE F. DeSANTIS
Notary Public, State of New York
No. 31-4929670
Qualified in New York County
Commission Expires July 5, 2006

SCHEDULE 1A TO ASSIGNMENT FOR SECURITY

LIST OF TRADEMARKS AND TRADEMARK APPLICATIONS

<u>Trademark</u>	<u>Registration Number</u>	<u>Registration Date</u>	<u>Expiration Date</u>
SANFORIZED	408780	8/29/44	8/29/14
SANFORIZED	408781	8/29/44	8/29/14
SANFORSET	438775	5/11/48	5/11/08

OTTERBOURG, STEINDLER, HOUSTON & ROSEN, P.C.

230 PARK AVENUE
NEW YORK, NY 10169-0075

MARC T. BACIGALUPO
MBACIGALUPO@OSHR.COM

TELEPHONE: (212) 661-9100
TELECOPIER: (212) 682-6104

June 15, 2005

VIA FEDERAL EXPRESS

U.S. Patent and Trademark Office
Office of Public Records
Attn: Customer Services Counter
2900 Crystal Drive, Suite 9C 10
Arlington, VA 22202

Re: Wachovia Bank, National Association
with Gold Toe Corp., et al.

Dear Sir or Madam:

In connection with the above-referenced matter, we enclose the following document for recordation with the United States Patent and Trademark Office:

1. an original Recordation Form Cover Sheet "Trademarks Only," together with an original Assignment for Security - Trademarks, dated March 24, 2005, by GTB Holding, Inc. in favor of Wachovia Bank, National Association, as collateral agent. Check no. 21834, in the amount of \$90.00 made payable to the US Commissioner of Patents and Trademarks, is annexed thereto; and
2. an original Recordation Form Cover Sheet "Trademarks Only," together with an original Assignment for Security - Trademarks, dated March 24, 2005, by GAKM Resources Corporation in favor of Wachovia Bank, National Association, as collateral agent. Check no. 21652, in the amount of \$1515.00 made payable to the US Commissioner of Patents and Trademarks, is annexed thereto;

If you have any questions with regard to any of the foregoing, please do not hesitate to telephone the undersigned to discuss the matter.

Kindly acknowledge receipt of the foregoing on the enclosed copy of this letter annexed hereto and return same in the self addressed stamped envelope.

557608.1

TRADEMARK
REEL: 003181 FRAME: 0806

U.S. Patent and Trademark Office

June 15, 2005

Page 2

Thank you for your prompt attention to this matter.

Very truly yours,

OTTERBOURG, STEINDLER, HOUSTON & ROSEN, P.C.



Marc T. Bacigalupo

RECEIPT ACKNOWLEDGED:

By: _____

Title: _____