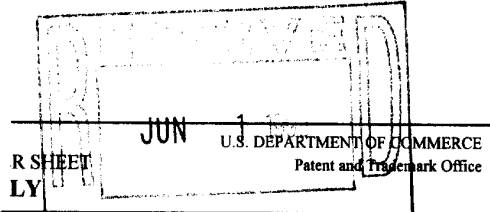


06-03-1998



100726302



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

MRD 6-1-98

1. Name of Party(ies) conveying an interest:

Cluett Peabody Resources Corporation  
48 West 38th Street  
New York, New York 10018

Individual(s)                       Association  
 General Partnership             Limited Partnership  
 Corporation Delaware  
 Other

Additional name(s) of conveying party(ies) attached?    Yes    No

2. Name and Address of Party(ies) receiving an interest:

Name: NationsBank, N.A., As Agent  
 Street Address: 100 North Tryon Street  
 Internal Address: NationsBank Corporate Center, 8th Floor  
 City: Charlotte      State: North Carolina      Zip: 28255

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_

3. Nature of Conveyance:

Assignment                                       Merger  
 Security Agreement                           Change of Name  
 Other Notice of Grant of Security Interest In Trademarks

Execution Date: May 18, 1998

Limited Partnership \_\_\_\_\_  
 Corporation \_\_\_\_\_  
 Other National Banking Association

Additional name(s) & address(es) attached?    Yes    No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s): See Attached

Additional numbers attached?    Yes    No

B. Trademark Registration No.(s): See Attached

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Mark H. Webbink, Esq.  
 Internal Address: Moore & Van Allen, PLLC  
 Street Address: 2200 West Main Street, Suite 800  
 City: Durham      State: NC      ZIP: 27705

6. Total number of applications and registrations involved: 174

7. Total fee (37 CFR 3.4):                      \$ 4,365.00  
 Enclosed  
 Authorized to be charged to deposit account (Any Deficiency)

8. Deposit account number:  
13-4365  
(Attach duplicate copy of this form if paying by deposit account):

DO NOT USE THIS SPACE

9. 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.*

Mark H. Webbink, Esq.                      [Signature]                      5/27/98  
 Name of Person Signing                      Signature                      Date

Total number of pages including cover sheet, attachments and document: 13

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks  
Box Assignments  
Washington, D.C. 20231

CERTIFICATE OF MAILING

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.

Misty Randall  
(Typed or printed name of person signing the certificate)

[Signature]  
(Signature of the person signing the certificate)

5/27/98  
(Date of Signature)

06/03/1998 T10N11 00000011 2143307

01 FC:481                      40.00 OP  
 02 FC:482                      4325.00 OP

**ATTACHMENT A**

**RECORDATION FORM COVER SHEET - TRADEMARKS**

**4. Application Number or Registration Number(s):**

**A. Trademark Application No.(s):**

MARK	APPL. SERIAL NO.	FILING DATE
ARDSLEY	75/393,384	11/20/97
AUTHENTIC ARROW	75/355,641	9/12/97
TOURNAMENT COUCH POTATO	75/325,247	7/16/97
B E N T and Design	75/212,034	12/11/96
BENT W and Design	75/202,876	11/22/96
BENT	75/154,980	8/23/96
ARROW LEGENDS	75/137,253	7/22/96
FRIDAYS SMTWTFS BY CLUETT and Design	75/050,092	1/29/96
BROKEN ARROW	75/044,408	1/16/96
CLUETT FRIDAYS SMTWTFS and Design	75/011,514	10/26/95

**B. Trademark Registration No.(s):**

MARK	REGISTRATION NO.	REGISTRATION DATE
FRIDAYS BY CLUETT	2,143,307	3/10/98
A THE ARROW COMPANY EST 1851 and Design	2,035,328	2/4/97
BENT ARROW	2,033,097	1/21/97
CLUETT FRIDAYS SMTWTFS and Design	2,091,772	8/26/97
A THE ARROW COMPANY EST 1851 and Design	1,956,560	2/13/96
THE ARROW COLLAR MAN DART and Design	1,956,559	2/13/96
ARCHIVE	1,990,476	7/30/96
ARROW	1,944,138	12/26/95
RIVER BRAND BY ARROW EST 1851 and Design	2,055,876	4/22/97
ARROW	1,971,938	4/30/96
D.C.I.F. (DRESS CASUAL, IT'S FRIDAY) (stylized)	2,000,310	9/10/96
AT WORK/AT PLAY	1,934,119	11/7/95
NIC NO IRON COTTON and Design	1,922,959	9/26/95
ARROW 1851 and Design	1,917,344	9/5/95
A THE ARROW COMPANY EST 1851 and Design	1,912,605	8/15/95
ARROW and Design	1,879,843	2/21/95
BRADSTREET	1,880,695	2/28/95
ARROW COLLECTION and Design	1,886,138	3/28/95
RIVER BRAND	1,861,889	11/8/94
PATIME BY ARROW	1,985,998	7/9/96
ARROW TOURNAMENT	1,853,695	9/13/94
ARROW SPORT	1,844,535	7/12/94

MARK	REGISTRATION NO.	REGISTRATION DATE
COLLAR MAN	1,836,898	5/17/94
Design Only	1,854,712	9/20/94
ARROW and Design	1,844,495	7/12/94
RIVER BRAND	1,776,623	6/15/93
THE ARROW COLLAR MAN	1,782,773	7/20/93
ARROW FAIRFIELD	1,800,851	10/26/93
ARROW	1,922,948	9/28/95
ARROW and Design	1,833,378	4/28/94
ARROW and Design	1,736,718	12/1/92
INVITATIONAL	1,720,420	9/29/92
DOVER	1,701,901	7/21/92
ARROW COLLARS & SHIRTS FOR DRESS and Design	1,811,573	12/14/93
ARCHER	1,760,709	3/23/93
ARROW	1,687,943	5/19/92
CHEVELLA	1,727,731	10/27/92
RIVER BRAND RB (stylized)	1,690,268	6/2/92
ARROW	1,678,855	3/10/92
BRIGADE	1,675,213	2/11/92
ARROW	1,683,039	4/14/92
ISLANDS IN THE SEA	1,693,196	6/9/92
PADDOCK CLUB	1,668,589	12/17/91
PIN-HI	1,702,567	7/21/92
SHELTERBAY	1,728,635	10/27/92
ARROW ATHLETIC CLUB	1,712,722	9/1/92
CHANGING ELEMENTS	1,693,151	6/9/92
CARRIAGE TRADE LTD. and Design	1,752,622	2/16/93
Design Only	1,768,097	4/27/93
Design Only	1,724,664	10/13/92
Design Only	1,768,096	4/27/93
ARCHIVES	1,634,157	2/5/91
ELECTRIC BEACH	1,616,826	10/9/90
RIVER BRAND	1,536,483	4/25/89
CP SHIRTMAKERS	1,533,256	4/4/89
CLUETT SHIRTMAKERS	1,642,860	4/30/91
NO JACKET REQUIRED	1,522,732	1/31/89
TUNBRIDGE	1,452,283	8/11/87
CASTLEGATE	1,452,282	8/11/87
COMFORT COLLAR	1,459,305	9/29/87
ARROW and Design	1,400,447	7/8/86
ARROW and Design	1,351,809	7/30/85
ARROW SPORTSMAN COLLECTION	1,308,138	12/4/84
CARRIAGE TRADE	1,292,395	8/28/84
ARROW (stylized)	1,307,135	11/27/84
ARROW and Design	1,259,481	11/29/83
COTTON PLUS + (stylized)	1,256,193	11/1/83
SUMMER BREEZE	1,236,419	5/3/83
FLAVORS (stylized)	1,236,414	5/3/83
ALL PRO	1,232,008	3/22/83
DOVELLA	1,222,668	1/4/83
SUMMER LIGHTS (stylized)	1,229,953	3/8/83
MARK V	1,242,903	6/21/83
JEAN GAUDIN	1,151,779	4/21/81

MARK	REGISTRATION NO.	REGISTRATION DATE
COTTON-EASE	1,123,361	7/31/79
COLORADO HIGH	1,143,460	12/16/80
BLOUSEMAKER	1,125,264	9/18/79
COT-N-ARO	1,100,807	8/29/78
ARROW and Design	1,080,456	12/27/77
CLUETT PEABODY CP and Design	880,507	11/11/69
ALATEX	879,149	10/21/69
GRAND BAROQUE	873,069	7/15/69
APOLLO and Design	844,649	2/20/68
DURA-PRO	845,055	2/27/68
COT-N-RITE	845,497	3/5/68
ARROW	835,246	9/12/67
PERMA-IRON	833,505	8/8/67
BOLD NEW BREED	805,239	3/8/66
CP and Design	792,967	7/20/65
COMFORT-V	781,804	12/15/64
MISS ARROW and Design	786,053	3/2/65
LADY ARROW and Design	749,162	5/7/63
COTTON-PLUS	742,711	12/25/62
FENWAY CLUB and Design	733,137	6/19/62
TU-WAY-TEE	726,534	1/16/62
ARROW and Design	725,669	12/26/61
WHEREVER YOU GO YOU LOOK BETTER IN AN ARROW	719,802	8/8/61
DECTOLENE	702,303	8/2/60
CUM LAUDE COLLECTION COLLEGE AND CAREER ARROW and Design	698,642	5/31/60
DECTON	701,013	7/12/60
PIN TAB	687,020	10/20/59
DURA-NEAT	669,635	11/11/58
ARROW CAMBRIDGE CLOTH (stylized)	678,492	5/12/59
ARROW FIRST IN FASHION and Design	686,324	10/6/59
TRIMWAY	660,591	4/15/58
WHIP	660,586	4/15/58
ARROW and Design	664,403	7/15/58
BREMEN	654,800	11/19/57
ARDSLEY	648,321	7/9/57
HITT	645,441	5/14/57
LINK CUFF	664,747	7/22/58
SPARTA	642,363	3/5/57
RADNOR	663,175	6/17/58
BARD	649,345	7/30/57
UNIVERSITY FASHION	662,609	6/3/58
CANTERBURY	634,882	9/25/56
SUSSEX	637,204	11/13/56
GOLDEN ARROW and Design	586,279	3/2/54
MARCY	515,939	10/4/49
KENT (stylized)	516,456	10/18/49
HULL (stylized)	515,938	10/4/49
DUNCAN	511,361	6/21/49
DREW (stylized)	515,936	10/4/49
DALE	518,965	12/20/49

MARK	REGISTRATION NO.	REGISTRATION DATE
CABOT (stylized)	515,934	10/4/49
AROSNAP (stylized)	436,490	2/10/48
ARROW and Design	429,183	4/22/47
ARROW and Design	420,755	4/30/46
ARDEN	405,940	2/29/44
GUARDS (stylized)	393,220	1/27/42
HOST	390,700	9/30/41
CHASE	384,447	1/21/41
ARROW (stylized)	368,681	6/27/39
STRIDE	359,944	9/6/38
AROSSET (stylized)	339,984	10/27/36
GABANARA CREPE	265,265	12/24/29
MALL	258,754	7/16/29
TEAL	258,063	6825/29
TRUMP	235,312	11/15/27
PADDOCK (stylized)	225,684	3/22/27
BOGEY	212,644	5/11/26
KIRK	214,098	6/15/26
GRAD	209,264	2/16/26
TUDOR	209,340	2/23/26
DIAL	202,224	8/18/25
LARK	202,396	8/18/25
POST (stylized)	204,273	10/13/25
SPUR (stylized)	200,644	7/7/25
DART (stylized)	213,939	6/8/26
LIBERTY	200,649	7/7/25
ARROW and Design	200,111	6/23/25
MADRALAWN (stylized)	191,812	11/18/24
BARONET	184,139	5/20/24
CAVALIER	182,761	4/15/24
FENWAY	182,438	4/8/24
ARROWHEAD BLEACHED and Design	193,534	12/30/24
ARROW	166,951	4/17/23
AERO and Design	137,621	11/30/20
FLECHA and Design	118,860	10/9/17
GOTHAM and Design	70,977	10/20/08
CLUETT (stylized)	47,357	10/31/05
CLUPECO (stylized)	50,779	3/27/06
MONARCH (stylized)	49,050	1/23/06
ARROW and Design	45,695	8/29/05

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>
----------------------	---	-----------------------------

See Schedule A attached hereto

TRADEMARK APPLICATIONS

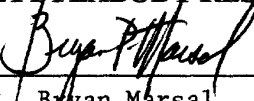
<u>Trademark Applications No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Applications</u>
---------------------------------------	--	--

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 RESOURCES CORPORATION**

By:   
Name: Bryan Marsal  
Title: President

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 RESOURCES CORPORATION**  
**Pending Applications**

MARK	APPL. SERIAL NO.	FILING DATE
ARDSLEY	75/393,384	11/20/97
AUTHENTIC ARROW	75/355,641	9/12/97
TOURNAMENT COUCH POTATO	75/325,247	7/16/97
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**Registered Marks**

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SPARTA	642,363	3/5/57
RADNOR	663,175	6/17/58
BARD	649,345	7/30/57
UNIVERSITY FASHION	662,609	6/3/58
CANTERBURY	634,882	9/25/56
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HULL (stylized)	515,938	10/4/49

MARK	REGISTRATION NO.	REGISTRATION DATE
DUNCAN	511,361	6/21/49
DREW (stylized)	515,936	10/4/49
DALE	518,965	12/20/49
CABOT (stylized)	515,934	10/4/49
AROSNAP (stylized)	436,490	2/10/48
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ARROW and Design	420,755	4/30/46
ARDEN	405,940	2/29/44
GUARDS (stylized)	393,220	1/27/42
HOST	390,700	9/30/41
CHASE	384,447	1/21/41
ARROW (stylized)	368,681	6/27/39
STRIDE	359,944	9/6/38
AROSSET (stylized)	339,984	10/27/36
GABANARA CREPE	265,265	12/24/29
MALL	258,754	7/16/29
TEAL	258,063	6/25/29
TRUMP	235,312	11/15/27
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BOGEY	212,644	5/11/26
KIRK	214,098	6/15/26
GRAD	209,264	2/16/26
TUDOR	209,340	2/23/26
DIAL	202,224	8/18/25
LARK	202,396	8/18/25
POST (stylized)	204,273	10/13/25
SPUR (stylized)	200,644	7/7/25
DART (stylized)	213,939	6/8/26
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BARONET	184,139	5/20/24
CAVALIER	182,761	4/15/24
FENWAY	182,438	4/8/24
ARROWHEAD BLEACHED and Design	193,534	12/30/24
ARROW	166,951	4/17/23
AERO and Design	137,621	11/30/20
FLECHA and Design	118,860	10/9/17
GOTHAM and Design	70,977	10/20/08
CLUETT (stylized)	47,357	10/31/05
CLUPECO (stylized)	50,779	3/27/06
MONARCH (stylized)	49,050	1/23/06
ARROW and Design	45,695	8/29/05