

REC'D RECC 1-12-99

01-14-1999



Tab settings

100942208

To the Honorable Commissioner of Patent.

Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Authentic Fitness Products, Inc. OPR/FINANCE

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

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

3. Nature of conveyance:

- Assignment, Merger, Security Agreement, Change of Name, Other

Execution Date: December 23, 1998

2. Name and address of receiving party(ies) Name: General Electric Capital Corporation

Internal Address:

Street Address: 201 High Ridge Road

City: Stamford State: CT ZIP: 06927

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State New York, 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

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

A. Trademark Application No.(s)

SEE ATTACHED

B. Trademark Registration No.(s)

SCHEDULE A

Additional numbers attached? Yes No

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

Name: Chester P. Rothstein, Esq.

Internal Address:

AMSTER, ROTHSTEIN & EBENSTEIN

Street Address: 90 Park Avenue

City: New York State: NY ZIP: 10016

6. Total number of applications and registrations involved: 55

7. Total fee (37 CFR 3.41): \$1,390.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

01-1785

(Attach duplicate copy of this page if paying by deposit account)

1/13/1999 TTON11 00000064 2162981

DO NOT USE THIS SPACE

FC:481 40.00 OP FC:482 1350.00 OP

Handwritten initials

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.

Chester Rothstein

Name of Person Signing

Signature

Signature

1/7/99

Date

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

Mail documents to be recorded with required cover sheet information to: Commissioner of Patents & Trademarks, Box Assignments

Additional Conveying Parties

Authentic Fitness Products Inc.

Authentic Fitness Corporation

Authentic Fitness Retail Inc.

CCC Acquisition Corp.

CCC Acquisition Realty Corp.

CCC Ten. Corp.

CCC Cal. Corp.

**SCHEDULE A to the NOTICE OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

CURRENT OWNER	TRADEMARK	APPLICATION NO.	REGISTRATION NO.	REGISTRATION DATE	RENEWAL DATE
AUTHENTIC FITNESS PRODUCTS INC. ("AFP INC.")	ANNE COLE BRIEFS	75/402,836			
AFP INC.	AQUANETICS	75/975,938	2,162,921	02JE1998	02JE2008
AFP INC.	AUTHENTIC ACTIVEWEAR	75/408,619			
AFP INC.	AUTHENTIC EQUIPMENT	75/448,193			
AFP INC.	AUTHENTIC FITNESS CLUB	75/181,051			
AFP INC.	AUTHENTIC PERFORMANCE EQUIPMENT	75/448,374			
AFP INC.	AUTHENTIC TWO MAN VOLLEYBALL	75/448,375			
AFP INC.	AUTHENTIC VOLLEYBALL	74/553,737			
AFP INC.	BEGIN TO SWIM (STYLIZED) AND DESIGN	75/588,242			
CCC ACQUISITION CORP. ("CCC CORP.")	BOATING DESIGN	75/569,631			
CCC CORP.	C-TEK AND DESIGN	75/391,695			
CCC CORP.	CATALINA AND DESIGN	75/251,844			
CCC CORP.	CATALINA HARBOR PANT	75/555,337			
CCC CORP.	CATALINA NAVIGATOR PANT	75/555,338			
CCC CORP.	CATALINA SPORT AND DESIGN	75/413,566			
CCC CORP.	CATALINA SWIM COVERALLS	75/528,314			

**SCHEDULE A to the NOTICE OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS, Cont'd.**

CURRENT OWNER	TRADEMARK	APPLICATION NO.	REGISTRATION NO.	REGISTRATION DATE	RENEWAL DATE
AFP INC.	CLAMDIGGERS	75/329,808			
CCC CORP.	COLE OF CALIFORNIA	75/439,262			
CCC CORP.	COLE SPORT	74/575,956			
CCC CORP.	COMPANY C	75/390,019			
AFP INC.	COTE D'AZUR	75/163,688			
AFP INC.	EDELWEISS	035,887	671,579	23DE1958	23DE2008
AFP INC.	FOX FIRE	75/438,800			
AFP INC.	FRIENDLY FIT	75/248,507			
CCC CORP.	GOLF PLAYER DESIGN	72/435,914	972,931	13NO1973	13NO2003
AFP INC.	GOLFER DESIGN	75/569,630			
CCC CORP.	ILLUSIONS BY COLE	75/062,208			
CCC CORP.	ILLUSIONS BY COLE OF CALIFORNIA	75/061,483			
AFP INC.	KNITABOUTS	75/567,263			
AFP INC.	LEDERHOSEN	75/323,353			
AFP INC.	LEDERHOSEN BY EDELWEISS	75/327,645			
CCC CORP.	LONDON BEAT	75/285,708			
AFP INC.	MOUNTAIN GOAT	143,824	1,098,878	08AU1978	08AU2008
AFP INC.	MOUNTAIN GOAT AND DESIGN	79,313	1,059,961	22FE1977	22FE2007
AFP INC.	MOUNTAIN GOAT AND DESIGN	461,514	1,309,144	11DE1984	11DE2004

**SCHEDULE A to the NOTICE OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS, Cont'd.**

CURRENT OWNER	TRADEMARK	APPLICATION NO.	REGISTRATION NO.	REGISTRATION DATE	RENEWAL DATE
AFP INC.	MOUNTAIN GOAT & MAP LOGO	74/191,295	1,708,193	18AU1992	18AU2002
AFP INC.	MOUNTAIN GOAT DESIGN	460,878	1,309,137	11DE1984	11DE2004
AFP INC.	MOUNTAIN GOAT SYMBOL	226,516	1,173,384	130C1981	130C2001
AFP INC.	PLANET SNOW	75/490,061			
AFP INC.	PRO FINS	75/446,920			
AFP INC.	SKIING PASSPORT AND DESIGN	74/231,942	1,803,790	09NO1993	09NO2003
AFP INC.	STAG BAGS	75/579,186			
AFP INC.	STAGWHITES	75/567,279			
AFP INC.	SUNGLES	75/182,809			
CCC CORP.	SUNSET BEACH	75/223,604			
CCC CORP.	SUNSET BEACH KIDS	75/196,227			
AFP INC.	SWIMFOIL	75/510,057			
AFP INC.	TEE SWEAT	75/442,401			
AFP INC.	THE DREAMS THAT WINNERS ARE MADE OF	75/976,614	2,131,404	20JA1998	20JA2008
AFP INC.	THE FASTEST WAY TO SHOP	FILED 02DE1998 AWAITING NO.			
AFP INC.	TOUR DE FORCE	75/212,675			
AFP INC.	URBAN SNOW	75/579,079			
AFP INC.	WHITE STAG	75/429,101			

**SCHEDULE A to the NOTICE OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS, Cont'd.**

CURRENT OWNER	TRADEMARK	APPLICATION NO.	REGISTRATION NO.	REGISTRATION DATE	RENEWAL DATE
AFP INC.	WHITE STAG (& DESIGN) HANDBAGS	75/436,536			
AFP INC.	WHITE STAG ACTIONSPORTS	172,374	1,131,378	26FE1980	26FE2000

NOTICE OF SECURITY INTEREST IN U.S. TRADEMARKS

WHEREAS, AUTHENTIC FITNESS PRODUCTS INC. (the “Borrower”), and the Persons (other than GE Capital, as defined below) listed in the signature pages hereto (the Borrower and such Persons each being a “Grantor”, and collectively being the “Grantors”), have adopted, used, are using, or have a bona fide intention to use, the trademarks listed on the annexed Schedule A, which trademarks are registered or pending for registration in the United States Patent and Trademark Office (the “Trademarks”); and

WHEREAS, the Grantors are obligated to GENERAL ELECTRIC CAPITAL CORPORATION (“GE Capital”) as collateral agent (the “Collateral Agent”) for the benefit of the Collateral Agent and the other Secured Parties (as defined in the Restated Credit Agreement dated as of March 18, 1998 (as amended, modified, or otherwise supplemented prior to or on the date hereof, the “Restated Credit Agreement”) among the Grantors and the Collateral Agent and the other Secured Parties) and have entered into a Trademark, Patent and Copyright Security Agreement dated as of September 6, 1996, as amended, (the “Trademark, Patent and Copyright Security Agreement”), between and among the Grantors and the Collateral Agent and the other Secured Parties; and

WHEREAS, the unamended Trademark, Patent and Copyright Security Agreement was recorded in the United States Patent and Trademark Office on or about

October 1, 1996 relative to certain trademarks at Reel 1510, Frame 0762 and relative to certain patents at Reel 8153, Frame 0758; and

WHEREAS, pursuant to the Trademark, Patent and Copyright Security Agreement, the Grantors have pledged and conditionally assigned to the Collateral Agent for its benefit and the ratable benefit of the other Secured Parties, a security interest in, and first priority lien on all of the Grantors' rights, title and interest in and to certain collateral, whether then owned or after acquired, (collectively, the "Intellectual Property Collateral"); and

WHEREAS, the Trademarks listed on Schedule A hereto are, in fact, such after acquired Intellectual Property Collateral to which the terms of the Trademark, Patent and Copyright Security Agreement apply.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Grantors hereby acknowledge the grant of, and hereby do grant to the Collateral Agent and the other Secured Lenders a first priority lien on all of the Grantors' right, title and interest in and to the Intellectual Property Collateral pursuant to the Trademark, Patent and Copyright Security Agreement, including specifically the Trademarks listed on Schedule A attached hereto.

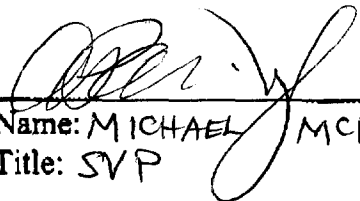
Grantors and the Collateral Agent do hereby further acknowledge and affirm that the rights and remedies of each other with respect to the grant of security interest on the Intellectual Property Collateral made and granted hereby are more fully set

forth in the Restated Credit Agreement and the Trademark, Patent and Copyright Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

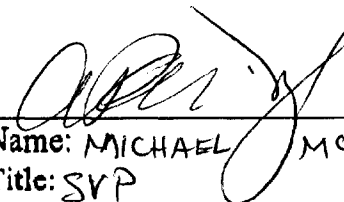
IN WITNESS WHEREOF, Grantors and the Collateral Agent have caused this Notice of Security Interest in U.S. Trademarks to be duly executed by its officers.

Dated: December 23, 1998

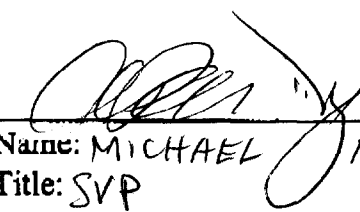
AUTHENTIC FITNESS PRODUCTS INC.

By 
Name: MICHAEL MCHUGH
Title: SVP

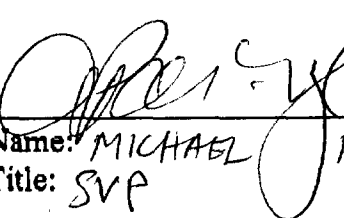
AUTHENTIC FITNESS CORPORATION

By 
Name: MICHAEL MCHUGH
Title: SVP

AUTHENTIC FITNESS RETAIL INC.

By 
Name: MICHAEL MCHUGH
Title: SVP

CCC ACQUISITION CORP.

By 
Name: MICHAEL MCHUGH
Title: SVP

CCC ACQUISITION REALTY CORP.

By _____
Name: STANLEY P. SILVERSTEIN
Title: VP

CCC TEN. CORP.

By _____
Name: STANLEY P. SILVERSTEIN
Title: VP

CCC CAL. CORP.

By _____
Name: STANLEY P. SILVERSTEIN
Title: VP

GENERAL ELECTRIC CAPITAL CORPORATION, as Collateral Agent

By _____
Name:
Title:

CCC ACQUISITION REALTY CORP.

By _____
Name:
Title:

CCC TEN. CORP.

By _____
Name:
Title:

CCC CAL. CORP.

By _____
Name:
Title:

GENERAL ELECTRIC CAPITAL CORPORATION, as Collateral Agent

By *Peggy Erlenkotter*
Name: Peggy Erlenkotter
Title: Duly Authorized Signatory

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AFP INC.	STAGWHITES	75/567,279			
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AFP INC.	SWIMFOIL	75/510,057			
AFP INC.	TEE SWEAT	75/442,401			
AFP INC.	THE DREAMS THAT WINNERS ARE MADE OF	75/976,614	2,131,404	20JA1998	20JA2008
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AFP INC.	WHITE STAG	75/429,101			

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AFP INC.	WHITE STAG ACTIONSPORTS	172,374	1,131,378	26FE1980	26FE2000

AMSTER, ROTHSTEIN & EBENSTEIN

COUNSELORS AT LAW

PATENTS • TRADEMARKS • COPYRIGHTS

90 PARK AVENUE

NEW YORK, NEW YORK 10016

(212) 697-5995

JESSE ROTHSTEIN (RETIRED)

INTERNATIONAL DEPARTMENT

DAVID R. BROWN*

PATRICK E. BOLAND**

FACSIMILE NOS.

212-286-0854

212-286-0082

*NON-LAWYER

**NOT ADMITTED

IN NEW YORK

MORTON AMSTER
DANIEL S. EBENSTEIN
PHILIP H. GOTTFRIED
MICHAEL J. BERGER
NEIL M. ZIPKIN
ANTHONY F. LO CICERO
JOEL E. LUTZKER
KAREN ARTZ ASH
KENNETH P. GEORGE
ABRAHAM KASDAN, PH.D.
LEONARD S. SORGI

NEAL L. ROSENBERG
IRA E. SILFIN
LAURIE J. GENTILE
CHESTER ROTHSTEIN
DAVID H. KAGAN
DENISE A. LINDENAUER
CRAIG J. ARNOLD
NANCY M. DODDERIDGE
BRIAN MCQUILLEN
CHARLES R. MACEDO
TREBOR LLOYD
NEAL S. GREENFIELD

DONNA L. ANGOTTI
JANE UNGARO
JOSEPH M. CASINO
JOHN S. ECONOMOU**
SIMON BOCK
JOHN C. GARCES
BETH KOTRAN
MARK J. ROSENBERG
MICHAEL V. SOLOMITA
CHARLES M. DOYLE, PH.D.**
HOLLY PEKOWSKY
DANIEL BASOV

January 7, 1999

via Express Mail

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

Attn: Trademark Assignment Branch

Re: Authentic Fitness Products, Inc./1998 Trade Credit Facility
Notice of Security Interest In U.S. Trademarks
(Authentic Fitness Products, Inc., et al./General Electric Capital
Corporation)
U.S. Trademark Appl. No. 75/402,836, et al.
Our File 73256/2950

"Express Mail" mailing label no. EM9801507805077US
Date of Deposit 1-7-99
I hereby certify that this paper or fee is being deposited
with the United States Postal Service "Express Mail Post
Office to Addressee" service under 37 CFR 1.10 on the date
indicated above and is addressed to the Commission of
Patents and Trademarks, Washington, D.C. 20231
Sahard Long
Sahard Long
(Signature of person mailing paper or fee)

Dear Sir:

Enclosed for filing and recordation please find the Notice of Security Interest In U.S. Trademarks, dated December 23, 1998, made by Authentic Fitness Products, Inc. and the Persons listed in the signature pages thereto (the "Grantors"), in favor of General Electric Capital Corporation, as Collateral Agent (the "Collateral Agent") for the benefit of the Collateral Agent and the other Secured Parties.

61022.1

TRADEMARK
REEL: 1836 FRAME: 0379

January 7, 1999

By this enclosed document, the Grantors grant and convey to the Collateral Agent for its benefit and the ratable benefit of the Secured Parties, a security interest in the entire right, title and interest in and to certain U.S. Trademarks identified in the annexed Schedule A to the Notice of Security Interest in U.S. Trademarks.

Kindly record this Notice of Security Interest in U.S. Trademarks against each of the U.S. Trademarks identified in Schedule A annexed thereto, in the Trademark Assignee Index.

Also enclosed is a check in the amount of \$1,390.00, representing payment of the fees incurred in connection with such filing and recordation. Kindly charge any additional costs to the Deposit Account of Amster, Rothstein & Ebenstein, Account No. 01-1785.

Kindly address any inquiries concerning this matter to the attention of the undersigned at the above address.

Respectfully submitted,

AMSTER, ROTHSTEIN & EBENSTEIN



Chester Rothstein

CPR/org
Encls.

cc: David A. Proshan, Esq. (w/ encl)
Skadden, Arps, Slate, Meagher & Flom LLP

Akinyale Harrison, Esq. (w/ encl)
Weil, Gotshal & Manges LLP

Robert E. Goldenberg, Esq.
Mayer, Brown & Platt