

05-21-1999

MKB 5-17-99



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

101042768

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

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

Glendale Group, Ltd.
1200 East Third Street
Siler City, NC 27344

Individual(s) General Partnership
 Association Limited Partnership
 Corporation North Carolina
 Other

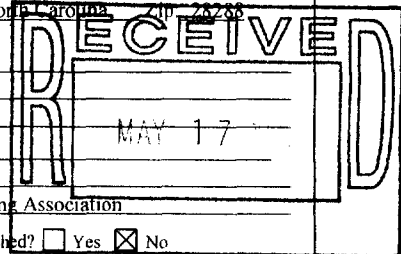
Additional name(s) of conveying party(ies) attached? Yes No

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

Name: First Union National Bank, As Agent
Street Address: 301 South College Street, DC-4
Internal Address: _____
City: Charlotte State: North Carolina Zip: 28288

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation
 Other National Banking Association

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



3. Nature of Conveyance:

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

Effective Date: April 30, 1999

74263893

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: 35

7. Total fee (37 CFR 3.4): \$ 890.00
 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] 5/13/99
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments and document: 8

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.

TIM KROU
(Typed or printed name of person signing the certificate)

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

5/13/99
(Date of Signature)

05/20/1999 NTHA11 00000061 74263893

01 FC:481 40.00 OP
02 FC:482 850.00 OP

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TRADEMARK
REEL: 001899 FRAME: 0396

**SCHEDULE A
RECORDATION FORM COVER SHEET**

Notice Grant Security Interest - Trademarks

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

A. Trademark Application No.(s):

Mark	Application Serial Number	Filing Date
CAREER TOES	74/263,893	
IRONWEVE	71/192,713	
NATURALLY SHEER	75/313,428	
PENNI WISE	75/529,908	
SHEER ESSENTIALS	75/472,278	
INTIMATE LEGWEAR	74/604,329	
SHEER STRENGTH	74/724,919	

B. Trademark Registration No.(s):

Mark	Registration Number	Registration Date
CAREER SHEER	1,895,618	
DURA-NUDE	1,109,477	
DURATOE	1,544,534	
FAWN	834,764	
FEELIN' GREAT	1,144,252	
FINESSE	414,932	
FLOWER CART (Stylized)	852,791	
IRONWEVE 2000	1,143,452	
IRONWEVE (Stylized)	1,959,361	
LOVELY 'N SHEER	1,587,293	
MI-CHER	555,694	
NATURAL FIT	1,217,978	
NATURAL TOUCH	1,616,802	
NEARLY BEAR	1,158,222	
NO-SHOW DURATOE	1,160,123	
NORMA LEE	943,289	
PARKWAY	664,770	
RULON	964,731	
SATIN MAGIC	1,515,500	

SHADOW TOE	1,334,389	
SHEER ACCLAIM	1,303,792	
SHEER IMAGES	1,762,966	
SILKEN SHEER	1,554,285	
SUMNER	819,959	
TEDDY HOSE	1,478,776	
THE TOE	1,227,587	
TUMMY STOCKING	900,308	
TUMMY TRIMMER	1,137,445	

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 April 30, 1999 (the "Security Agreement") by and among the Obligor party thereto (the "Obligor") and First Union National Bank, as Lender (the "Lender"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Lender:

TRADEMARKS

<u>Trademark No.</u>	Description of Trademark <u>Item</u>	Date of <u>Trademark</u>
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See Attached Schedule

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 Attached Schedule

The Obligor and the Lender 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.

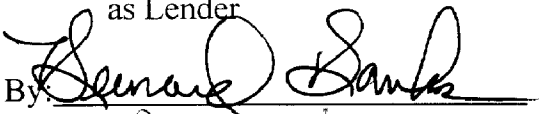
Very truly yours,

GLENDALE GROUP, LTD.,
as Obligor

By: 
Name: Brian F Slagle
Title: President

Acknowledged and Accepted:

FIRST UNION NATIONAL BANK,
as Lender

By: 
Name: Bernard Banks
Title: Senior Vice President

SCHEDULE 1(b)(i)

INTELLECTUAL PROPERTY

Trademarks

<u>Trademarks</u>	<u>Serial/Registration No.</u>
Career Sheer	1,895,618
Career Toes	74-263,893
Dura-Nude	1,109,477
Duratoe	1,544,534
Fawn	834,764
Feelin' Great	1,144,252
Finesse	414,932
Flower Cart (stylized)	852,791
Ironweve	71-192,713
Ironweve 2000	1,143,452
Ironweve (stylized)	1,959,361
Lovely 'N Sheer	1,587,293
Mi-Cher	555,694
Natural Fit	1,217,978
Natural Touch	1,616,802
Naturally Sheer	75-313,428
Nearly Bare	1,158,222
No-Show Duratoe	1,160,123
Norma Lee	943,289
Parkway	664,770
Penni Wise	75-529,908
Rulon	964,731
Satin Magic	1,515,500
Shadow Toe	1,334,389
Sheer Acclaim	1,303,792
Sheer Essentials	75-472,278
Sheer Images	1,762,966
Silken Sheer	1,554,285
Sumner	819,959
Teddy Hose	1,478,776
The Toe	1,227,587
Tummy Stocking	900,308
Tummy Trimmer	1,137,445
<u>Pending Trademarks:</u>	
Intimate Legwear	74-604,329
Sheer Strength	74-724,919

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