Form PTO-1595 (Rev. 06/04) OMB Collection 0561-0027 (exp. 6/30/2005) U.S. DEPARTMENT OF COMMERCE United States Patent and Trademark Office

RECORDATION FORM COVER SHEET  TRADEMARKS ONLY				
To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.				
Name of conveying party(ies)/Execution Date(s):	2. Name and address of receiving party(les)			
Knights Apparel, Inc.	Additional names, addresses, or citizenship attached?			
	Name: John Hancock Life Insurance Company			
	Internal			
☐ Individuals ☐ Association	Address:			
☐ General Partnership ☐ Limited Partnership	Street Address: 200 Clarendon Street			
	City: Boston			
Other	State: Massachusetts			
Citizenship (see none guidelines)	Country: United States Zip: 02117			
Execution Date(s) 02/28/2005, 02/22/2005	Association Citizenship			
Additional names of conveying parties attached?	lo General Partnership Citizenship			
3. Nature of conveyance:	☐ Limited Partnership Citizenship			
☐ Assignment ☐ Merger	☑ Corporation Citizenship Massachusetts			
☐ Security Agreement ☐ Change of Name	OtherCitizenship			
	If assignee is not domiciled in the United States, a domestic representative designation is attached: ☐ Yes ☒ No (Designations must be a separate documents from assignment)			
4. Application number(s) or registration number(s) and ide				
A. Trademark Application No.(s) 78/292748; 76/522631; 76/329177	B. Trademark Registration No.(s): 2625641; 2752465; 2754250; 2019394; 2661471			
	Additional sheet(s) attached? ☐ Yes ⊠ No			
C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):				
Name & address of party to whom correspondence concerning document should be mailed:	6. Total number of application and registrations involved:			
Name: Jennifer M. Mikulina, Esq.	7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 320.00			
Internal Address: McDermott Will & Emery LLP	<ul> <li>☐ Authorized to be charged by credit card</li> <li>☑ Authorized to be charged to deposit account</li> </ul>			
Street Address: 227 W. Monroe Street, Suite 4400	☐ Enclosed			
City: Chicago	8 . Payment Information:			
City: Chicago State: Illinois Zip: 60606	a. Credit Card Last 4 Numbers			
Oldie.	Expiration Date			
	b. Deposit Account Number 13-0206			
Fax Number: 312.984.7700	Authorized User Name McDermott Will & Emery LLP			
Email Address: jmikulina@mwe.com				
9. Signature: July 7, 2005 Signature Date				
Signature	· · · · · · · · · · · · · · · · · · ·			
Jennifer M. Mikulina, Esq Name of Person Signing	. Total number of pages included cover sheet, attachments, and document			

# ADDITIONAL NAMES AND ADDRESSES OF RECEIVING PARTIES

# HANCOCK MEZZANINE PARTNERS III L.P.

c/o John Hancock Life Insurance Company 200 Clarendon Street Boston, MA 02117 Attn: Investment Law Division, T-30

### ALLSTATE LIFE INSURANCE COMPANY

c/o John Hancock Life Insurance Company 200 Clarendon Street Boston, MA 02117 Attn: Investment Law Division, T-30

# SIGNATURE 5 L.P.

c/o John Hancock Life Insurance Company 200 Clarendon Street Boston, MA 02117 Attn: Investment Law Division, T-30

# SIGNATURE 7 L.P.

c/o John Hancock Life Insurance Company 200 Clarendon Street Boston, MA 02117 Attn: Investment Law Division, T-30

9 4496289-1.009900.0010

# AMENDED AND RESTATED TRADEMARK SECURITY AGREEMENT

This AMENDED AND RESTATED TRADEMARK SECURITY AGREEMENT, dated as of February 28, 2005, is made by and among KNIGHTS APPAREL, INC., a corporation formed under the laws of Delaware located at 2221 Camden Ct., #390, Oak Brook, IL 60523 ("Grantor"), and JOHN HANCOCK LIFE INSURANCE COMPANY, a Massachusetts corporation, HANCOCK MEZZANINE PARTNERS III L.P., a Delaware limited partnership, ALLSTATE LIFE INSURANCE COMPANY, an Illinois corporation, SIGNATURE 5 L.P., a limited partnership formed under the laws of the Cayman Islands, and SIGNATURE 7 L.P., a limited partnership formed under the laws of the Cayman Islands (collectively, the "Secured Parties").

WHEREAS, reference is made to (i) that certain Amended and Restated Senior Subordinated Note Purchase Agreement (the "Subordinated Note Agreement") dated as of the date hereof by and among Grantor and each of the Secured Parties, and (ii) that certain Security Agreement, dated as of July 30, 2004, made by Grantor in favor of the Secured Parties (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements");

WHEREAS, pursuant to the Agreements, Grantor is granting to the Secured Parties a security interest in the marks shown in the attached Schedule A (the "Marks"), the goodwill of the business symbolized by the Marks, and the registrations and applications therefor, and

WHEREAS, Grantor and the Secured Parties desire to further document such grant of security interest in the Marks in this Trademark Security Agreement;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Grantor does hereby grant to the Secured Parties a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which security interest shall secure all the Obligations (as defined in the Agreements) and in accordance with the terms and provisions thereof.

Grantor expressly acknowledges and affirms that the rights and remedies of Secured Parties with respect to the security interest granted hereby is more fully set forth in the Agreements.

Dated: New York, New York

February <u>28</u>, 2005

KNIGHTS APPAREL, INC.

ву:\_\_\_\_

Name: John Koufis

Title: Vice President and Secretary

STATE OF

COUNTY OF LITTLE ) SS.:

On this  $28^{4k}$  day of February, 2005, before me personally came John Koufis, to me known, who, being by me duly sworn, did depose and say that he is the Vice President and Secretary of Knights Apparel, Inc., the corporation described in and which executed the foregoing instrument; and that he was authorized to sign her/his name thereto on behalf of said corporation.

Official Seel Tiffany McCarthy Notary Public State of Illinois My Commission Expires 03/28/06 SECURED PARTIES:

JOHN HANCOCK LIFE INSURANCE COMPANY

By: Q

Name: Scott B. Garfield

Title: Managing Director

STATE OF MASSACHUSETTS

) \$\$.:

COUNTY OF SUFFOLK

Before me, the undersigned, on this day of February, 2005, personally appeared Scott B. Garfield, to me known personally, and who being by me duly sworn, deposes and says that he is a Managing Director of JOHN HANCOCK LIFE INSURANCE COMPANY, and that he was authorized to sign his name thereto.

Notary Public

My Commission Expires:

HANCOCK MEZZANINE PARTNERS III, L.P.

By: Hancock Mezzanine Investments III LLC,

its General Partner

By: John Hancock Life Insurance Company, as

Investment Manager

Name: Scott B. Garfield

Title: Managing Director

STATE OF MASSACHUSETTS

) ss.:

COUNTY OF SUFFOLK

Before me, the undersigned, on this day of February, 2005, personally appeared Scott B. Garfield, to me known personally, and who being by me duly sworn, deposes and says that he is a Managing Director of John Hancock Life Insurance Company, as Investment Manager of Hancock Mezzanine Investments III LLC, as General Partner of HANCOCK MEZZANINE PARTNERS III, L.P. and that he was authorized to sign his name thereto.

Notary Rublic

My Commission Expires:

Amended and Restated Trademark Security Agreement

TRADEMARK

**REEL: 003154 FRAME: 0166** 

### ALLSTATE LIFE INSURANCE COMPANY

By:	John Hancock Life	Insurance	Company,	as
_	54- A 44			

its Attorney in Fact

Name: Scott B. Garfield

Title: Managing Director

STATE OF MASSACHUSETTS ) ss.:

COUNTY OF SUFFOLK )

Before me, the undersigned, on this day of February, 2005, personally appeared Scott B. Garfield, to me known personally, and who being by me duly sworn, deposes and says that he is a Managing Director of John Hancock Life Insurance Company, as Attorney in Fact for ALLSTATE LIFE INSURANCE COMPANY, and that he was authorized to sign his name thereto.

Notary Public

My Commission Expires: 410

#### SIGNATURE 5 L.P.

BY: John Hancock Life Insurance Company, as

Portfoljo Advisor

Name: Scott B. Garfield

Title: Managing Director

STATE OF MASSACHUSETTS

) ss.:

COUNTY OF SUFFOLK

Before me, the undersigned, on this day of February, 2005, personally appeared Scott B. Garfield, to me known personally, and who being by me duly sworn, deposes and says that he is a Managing Director of John Hancock Life Insurance Company, as Portfolio Advisor to SIGNATURE 5 L.P., and that he was authorized to sign his name thereto.

Notary Rublic

My Commission Expires: Q (4/20

Amended and Restated Trademark Security Agreement

### SIGNATURE 7 L.P.

By: John

John Hancock Life Insurance Company, as

Portfolio Advisor

By:

Name: Scott B. Garfield

Title: Managing Director

STATE OF MASSACHUSETTS

) ss.:

COUNTY OF SUFFOLK

Before me, the undersigned, on this day of February, 2005, personally appeared Scott B. Garfield, to me known personally, and who being by me duly sworn, deposes and says that he is a Managing Director of John Hancock Life Insurance Company, as Portfolio Advisor to SIGNATURE 7 L.P., and that he was authorized to sign his name thereto.

Notary Public

My Commission Expires: 21420

# **SCHEDULE A**

Schedule A to an Amended and Restated Trademark Security Agreement dated as of February 28, 2005, by and among Knights Apparel, Inc., John Hancock Life Insurance Company, Hancock Mezzanine Partners III L.P., Allstate Life Insurance Company, Signature 5 L.P., and Signature 7 L.P.

Registration or Application No.	Registration or Filing Date	Mark
Application 110.	THING DATE	17207
78/292746	27-Aug-2003	A DESIGN
76/522631	09-June-2003	ACTIVE BY KNIGHTS APPAREL
2625641	24-Sep-2002	ACTIVE BY KNIGHTS
		ATHLETICS
76/329177	24-Oct-2001	DIG DOWN DEEP
2752465	19-Aug-2003	DRI-EDGE
2754250	19-Aug-2003	GYM-DRI
2019394	26-Nov-1996	PRO EDGE
2661471	17-Dec-2002	LC LEAGUE CITY & DESIGN
178989016	31-July-2000	LEAGUE CITY
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CHI99 4432291-2.071637.0011

**RECORDED: 07/07/2005**