

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Amended and Restated Trademark Security Agreement

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
HBI Branded Apparel Enterprises, LLC		12/10/2009	LIMITED LIABILITY COMPANY: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	JPMorgan Chase Bank, N.A., as Administrative Agent and Collateral Agent
<b>Street Address:</b>	P.O. Box 2558
<b>City:</b>	Houston
<b>State/Country:</b>	TEXAS
<b>Postal Code:</b>	77252
<b>Entity Type:</b>	National Banking Association: UNITED STATES

**PROPERTY NUMBERS Total: 367**

Property Type	Number	Word Mark
Registration Number:	3143195	1/2 SIZES TOO FOR A MORE PERFECT FIT
Registration Number:	3068941	1/2 SIZES TOO
Registration Number:	0888729	18 HOUR
Registration Number:	1039424	18 HOUR
Registration Number:	3004938	360° COMFORT
Registration Number:	2817429	ACTION TECH
Registration Number:	1504053	ACTIVE SUPPORT
Registration Number:	3151679	ADVANCED PERFORMANCE
Registration Number:	2958139	AIRFORM
Registration Number:	3266109	ALL THAT GLITTERS
Registration Number:	3146906	APLIGHT
Registration Number:	3155222	APMAX
Registration Number:	3146907	APZONE
Registration Number:	3363580	B NADA

OP \$9190.00 3143195

Registration Number:	1853120	BABY MORGAN
Registration Number:	3473114	BALI
Registration Number:	0861054	BALI
Registration Number:	1832787	BALI
Registration Number:	1202126	
Registration Number:	2807373	BALI CONCEALERS
Registration Number:	3294890	BALI SMOOTHERS
Registration Number:	3048699	BALI STUDIO
Registration Number:	3513470	BALI STUDIO
Registration Number:	3513469	BALI STUDIO
Registration Number:	2420003	BARE L'EGGS
Registration Number:	3313783	BARE L'EGGS. BEAUTIFUL CURVES.
Registration Number:	1973373	BARELY THERE
Registration Number:	2465357	BARELYTHERE
Registration Number:	2410876	BARELYTHERE
Registration Number:	2952941	TBI
Registration Number:	3166011	BE TAGFREE
Registration Number:	3408970	BE YOUR OWN CHAMPION
Registration Number:	3468769	BEAUTIFUL CURVES
Registration Number:	2883409	BEAUTIFUL SHAPING
Registration Number:	3423572	BEAUTY BY BALI
Registration Number:	1848235	BEYOND BEAUTIFUL
Registration Number:	2849431	BEYOND SEAMLESS
Registration Number:	3716626	BODY BALANCE
Registration Number:	2418305	BODY BALANCE
Registration Number:	2576763	BODY BEAUTIFUL
Registration Number:	0731579	BODY BEAUTIFUL
Registration Number:	3269034	BODY BEAUTIFUL SMOOTHERS
Registration Number:	1897001	BODY BY BALI
Registration Number:	2872474	BODY BY BALI CONCEALERS
Registration Number:	3133865	BODY COMFORT SYSTEM
Registration Number:	2923145	C
Registration Number:	3345050	C
Registration Number:	3668955	C
Registration Number:	1463681	C

Registration Number:	1566064	C
Registration Number:	1827538	C
Registration Number:	2049566	C
Registration Number:	3042096	C
Registration Number:	1127251	C
Registration Number:	3327209	C
Registration Number:	3083481	C9
Registration Number:	3174790	C9
Registration Number:	3268991	C9
Registration Number:	3261834	C9
Registration Number:	3437620	C9
Registration Number:	3437621	C9
Registration Number:	3535376	C9
Registration Number:	3358131	C9
Registration Number:	3464633	C9
Registration Number:	3261833	C9 BY CHAMPION
Registration Number:	3174791	C9 BY CHAMPION
Registration Number:	3268992	C9 BY CHAMPION
Registration Number:	3261835	C9 BY CHAMPION
Registration Number:	3308278	C9 BY CHAMPION
Registration Number:	3432616	C9 BY CHAMPION
Registration Number:	3308469	C9 BY CHAMPION
Registration Number:	3499796	C9 BY CHAMPION
Registration Number:	3464634	C9 BY CHAMPION
Registration Number:	3716447	C9 BY CHAMPION
Registration Number:	3113794	CASUAL ATTITUDE
Registration Number:	2840536	CHAMPION
Registration Number:	2905110	CHAMPION
Registration Number:	2357827	CHAMPION
Registration Number:	2319994	CHAMPION
Registration Number:	2125303	CHAMPION
Registration Number:	2370478	CHAMPION
Registration Number:	2704916	CHAMPION
Registration Number:	2933906	CHAMPION ELITE
Registration Number:	3187465	CHAMPION ELITE

Registration Number:	3654320	CHAMPION ELITE
Registration Number:	3000691	CHAMPION
Registration Number:	2922905	CHAMPION
Registration Number:	3230558	CHAMPION
Registration Number:	3276187	CHAMPION
Registration Number:	3421371	CHAMPION
Registration Number:	1323337	CHAMPION
Registration Number:	1775283	CHAMPION
Registration Number:	1756925	CHAMPION
Registration Number:	1860938	CHAMPION
Registration Number:	1819014	CHAMPION
Registration Number:	1828930	CHAMPION
Registration Number:	1915092	CHAMPION
Registration Number:	2004276	CHAMPION
Registration Number:	2388031	CHAMPION
Registration Number:	3175758	CHAMPION SPORTS
Registration Number:	0274178	CHAMPION
Registration Number:	0584362	CHAMPION
Registration Number:	3320936	CHAMPION VAPOR
Registration Number:	0515356	CHAMPKNIT
Registration Number:	2592226	CHECKMATES
Registration Number:	2893998	CHIFFON SHAPERS
Registration Number:	2953414	CHOOSE SMART
Registration Number:	2953380	CHOOSE SMART BY L'EGGS
Registration Number:	3703083	CLOTHING COMPATIBLE
Registration Number:	3468767	COMFORT CRAZE
Registration Number:	3599888	COMFORT CRAZE
Registration Number:	0924315	COMFORT HOURS
Registration Number:	2744824	COMFORT IN MOTION
Registration Number:	2104273	COMFORT SHAPERS
Registration Number:	2575842	COMFORT STRAP
Registration Number:	2494047	COMFORT STRETCH
Registration Number:	3154719	COMFORT TAKES A LIGHT FORM
Registration Number:	2955493	COMFORTABLE CURVES
Registration Number:	3451375	COMFORTABLE CURVES

Registration Number:	1351806	COMFORTFLEX
Registration Number:	0903926	COMFORTIME
Registration Number:	3694621	COMFORTPLUS
Registration Number:	2865704	COOL COMFORT
Registration Number:	2955643	COOL EFFECTS
Registration Number:	2913242	COOL STRETCH
Registration Number:	1919933	COOL-JOCK
Registration Number:	1899029	COOL-LINER
Registration Number:	3446910	COTTON CREATIONS
Registration Number:	2980738	COTTON WHERE IT COUNTS
Registration Number:	1146875	CROSS YOUR HEART
Registration Number:	0801371	CROSS-YOUR-HEART
Registration Number:	1181221	CURVES AHEAD
Registration Number:	3505766	CUSHION SOLUTIONS
Registration Number:	2854106	CUSTOM COMFORT
Registration Number:	2996184	CUSTOM FLEX
Registration Number:	1127551	
Registration Number:	2757474	DIAMONDS FOREVER
Registration Number:	2872495	DIAMOND WORKS
Registration Number:	2764466	DOUBLE DRY
Registration Number:	3474035	DOUBLE DRY DISTANCE
Registration Number:	3450872	DOUBLE SUPPORT
Registration Number:	1331454	DOUBLE SUPPORT
Registration Number:	1739925	DOUBLE SUPPORT
Registration Number:	2958027	DOWNTIME
Registration Number:	3482134	DOWNTIME
Registration Number:	2642881	DRAMATIC LIFT
Registration Number:	3151725	DUO DRI
Registration Number:	2996042	DUO DRY
Registration Number:	3706646	DUOFOLD
Registration Number:	2955623	EASY ON
Registration Number:	3338818	EASY ON
Registration Number:	3392767	EFFORTLESS BEAUTY
Registration Number:	2886320	
Registration Number:	1468424	EIGHTEEN HOUR

Registration Number:	2732397	ENCHANTRESS
Registration Number:	1086504	EVERYDAY
Registration Number:	2339244	EVERYDAY
Registration Number:	2805144	EVERYDAY BASICS
Registration Number:	2849635	EVOLUTION BODYFIT
Registration Number:	1991973	EXPECTANT MOMENTS
Registration Number:	2913784	EX-SCENT
Registration Number:	1594336	EXTRA SHAPING POWER
Registration Number:	2750382	FEEL BEAUTIFUL
Registration Number:	2953337	FITS WHO YOU ARE
Registration Number:	2958028	FLAWLESS FIT
Registration Number:	2955753	FLAWLESS FIT
Registration Number:	0709097	FLOWER BALI
Registration Number:	1996194	FOREVER LACE
Registration Number:	0899723	FREE SPIRIT
Registration Number:	1733175	FREEFORM PANTY
Registration Number:	3068866	FRENCH KNOT
Registration Number:	2754644	FULL-CUT-FIT
Registration Number:	2972675	GET HIP
Registration Number:	2949614	GRIP STRIPS
Registration Number:	0917300	GRIPNETIC
Registration Number:	3616887	HOODQUARTERS
Registration Number:	3616981	HOW YOU PLAY
Registration Number:	0920264	I CAN'T BELIEVE IT'S A GIRDLE
Registration Number:	2557386	I
Registration Number:	2908187	
Registration Number:	2890149	ILLUSIVE LACE
Registration Number:	2754462	INCREDIBLY ULTRA SHEER
Registration Number:	3313632	INNER DELIGHT
Registration Number:	2736826	INNER SELF
Registration Number:	3354172	INVISIBLE ELEGANCE
Registration Number:	3325801	INVISIBLE LOOK
Registration Number:	3609559	INVISIBLE LOOK
Registration Number:	3568345	INVISIBLY PRETTY
Registration Number:	1183887	IT TAKES A LITTLE MORE TO MAKE A CHAMPION

**TRADEMARK**

**REEL: 004114 FRAME: 0403**

Registration Number:	1886122	IT TAKES A LITTLE MORE TO MAKE A CHAMPION.
Registration Number:	3570459	
Registration Number:	1435675	J.E.MORGAN LONG JOHNS
Registration Number:	3360529	JEANIOUS BY BARELY THERE
Registration Number:	3030280	JMS
Registration Number:	3595560	JMS
Registration Number:	2733376	JMS COLLECTIONS
Registration Number:	2817823	JMS
Registration Number:	3148607	JMS
Registration Number:	2993203	JMS JUST MY SIZE
Registration Number:	3030173	JMS JUST MY SIZE
Registration Number:	2953082	JOGBRA
Registration Number:	1205532	JOGBRA
Registration Number:	3160974	JUST GORGEOUS
Registration Number:	3599210	JUST MY SIZE
Registration Number:	1244598	JUST MY SIZE
Registration Number:	1446388	JUST MY SIZE
Registration Number:	1490291	JUST MY SIZE
Registration Number:	2109565	JUST MY SIZE
Registration Number:	2082442	JUST MY SIZE
Registration Number:	2082415	JUST MY SIZE
Registration Number:	1819338	JUST MY SIZE
Registration Number:	2195706	JUST MY SIZE
Registration Number:	2966151	JUST MY STYLE
Registration Number:	3613707	JUST MY STYLE, JUST FOR ME
Registration Number:	3026615	LACE CRAZE
Registration Number:	3283439	LACE DESIRE
Registration Number:	2994241	LACE DESIRE
Registration Number:	2490054	LACE EMBRACE
Registration Number:	1639800	LACE 'N SMOOTH
Registration Number:	1857734	LACY SKAMP
Registration Number:	2181217	LASTING SHEER
Registration Number:	0891626	L'EGGS
Registration Number:	1269999	L'EGGS
Registration Number:	2491287	L'EGGS CARE

Registration Number:	1359332	L'EGGS
Registration Number:	0917285	L'EGGS
Registration Number:	2963521	L'EGGS MINI-EGGS
Registration Number:	3613515	L'EGGS PROFILES
Registration Number:	1850354	L'EGGSWEAR
Registration Number:	3026697	LIFT APPEAL
Registration Number:	2870480	LIGHT EFFECTS
Registration Number:	2772598	LIKE SILK IN MOTION
Registration Number:	1406841	LITTLE L'EGGS
Registration Number:	1981491	LITTLE L'EGGS
Registration Number:	1759965	LITTLE L'EGGS
Registration Number:	1878708	LITTLE L'EGGS
Registration Number:	1964562	LITTLE L'EGGS
Registration Number:	3407249	LIVE BEAUTIFULLY
Registration Number:	3218507	LIVE IT UP
Registration Number:	3432582	LOOK WHO WE'VE GOT OUR HANES ON NOW
Registration Number:	3450549	LOVABLE
Registration Number:	0378181	LOVABLE
Registration Number:	0832979	LOVABLE
Registration Number:	0947645	LOVABLE
Registration Number:	2739078	LOVABLE BODY GLOSS COLLECTION
Registration Number:	3424551	LOVABLE CHARM
Registration Number:	3424552	LOVABLE FLIRT
Registration Number:	1793746	LOVABLE
Registration Number:	3438172	LOVE THE BRA YOU'RE IN
Registration Number:	3313809	LUXURIOUS BY BARELY THERE
Registration Number:	1829077	MCR
Registration Number:	2369215	MICROTONING ACTION
Registration Number:	2789707	MY L'EGGS
Registration Number:	1829078	MOTION CONTROL REQUIREMENTS
Registration Number:	2585742	NATURAL CONTOURS
Registration Number:	3048917	NEARLY A
Registration Number:	3048918	NEARLY B
Registration Number:	3258090	NEARLY C
Registration Number:	3311974	NEARLY D



Registration Number:	3345907	NEVER ENDING SMOOTH
Registration Number:	3473260	NEVER ENDING SMOOTH
Registration Number:	1190080	NO BODY'S PERFECT
Registration Number:	3363975	NO POKE WIRE
Registration Number:	2245246	NO POKE WIRE
Registration Number:	0513818	NORWICH
Registration Number:	1252320	NOTHING BEATS A GREAT PAIR OF L'EGGS
Registration Number:	2377765	NOTHING FEELS BETTER
Registration Number:	3445933	02 CELL
Registration Number:	3596617	COOL 2
Registration Number:	1592144	OUTER BANKS
Registration Number:	1819044	OUTER BANKS
Registration Number:	3024340	OUTER BANKS
Registration Number:	3159910	OUTER BANKS RESERVE
Registration Number:	2931764	OUTER BANKS RESERVE
Registration Number:	2867689	Q OUTER BANKS SUPERIOR QUALITY GUARANTEED
Registration Number:	3396232	PASSION FOR COMFORT
Registration Number:	3525056	PASSION FOR COMFORT
Registration Number:	3438148	PASSION-NET
Registration Number:	2931506	PERFECTLY SMOOTH
Registration Number:	2985430	PERMALASTIC
Registration Number:	3455398	PLATINUM SHAPE SYSTEM
Registration Number:	2877329	POP FLOWER
Registration Number:	3280801	POWER CELL
Registration Number:	3152082	POWER CORE
Registration Number:	3446969	POWERBACK
Registration Number:	1745889	POWER-LINER
Registration Number:	3451475	POWERLITE
Registration Number:	2720128	POWERSHAPE
Registration Number:	3450447	POWERSLEEK
Registration Number:	3497188	PURE COMFORT
Registration Number:	1504953	REVERSE WEAVE
Registration Number:	1779722	SATIN TRACINGS
Registration Number:	2843799	SEAMLESS SMOOTHERS
Registration Number:	3166298	SECRETS SENSATION

Registration Number:	3054873	SEDUCTIVE CURVES
Registration Number:	2515624	SHAPING JUST GOT BEAUTIFUL
Registration Number:	1110967	SHEER COMFORT
Registration Number:	1604767	SHEER ELEGANCE
Registration Number:	0978180	SHEER ENERGY
Registration Number:	2821732	SHEER VITALITY
Registration Number:	3320276	SHEER VITALITY BENEFITS
Registration Number:	3419174	SHOES COME IN HALF SIZES . . . SO WHY NOT YOUR BRA?
Registration Number:	2738932	SHOULDER SPA
Registration Number:	2958032	SHOULDER MASSAGE
Registration Number:	3147414	SIDE SENSATION
Registration Number:	2633710	SIDE SHAPING
Registration Number:	2855165	SIGNATURE COMFORT
Registration Number:	2074200	SIGNATURE FLORALS
Registration Number:	3459353	SIGNATURE SHAPING
Registration Number:	3537886	SIGNATURE UPLIFT
Registration Number:	3437002	SILKEN LUXURY
Registration Number:	1475079	SILKEN MIST
Registration Number:	3020070	SILKEN MIST SHEER INTIMATES
Registration Number:	3532127	SKAMP
Registration Number:	0593304	SKIMPSKAMP
Registration Number:	0708437	SKY BALI
Registration Number:	3381498	SLIMLOOK
Registration Number:	1649556	SLIMLOOK
Registration Number:	2099636	SMOOTH COMPLIMENTS
Registration Number:	3613545	SMOOTH INDULGENCE
Registration Number:	2764141	SMOOTH TONERS
Registration Number:	1005366	SMOOTHIE
Registration Number:	3450510	SMOOTHING PETALS
Registration Number:	1641686	SOCKS GALORE
Registration Number:	1640589	SOCKS GALORE & MORE
Registration Number:	2987247	SPA CLOSURE
Registration Number:	0787613	SPANETTE
Registration Number:	1747202	SPORTSHAPE
Registration Number:	3291477	SPORTSTRETCH

TRADEMARK

REEL: 004114 FRAME: 0407

Registration Number:	0875405	STEP IN BRA
Registration Number:	3209283	STOP THE SLIP
Registration Number:	3303466	STRETCH
Registration Number:	3477335	STRETCH PERFECT
Registration Number:	2899327	STRETCH STRIPE SKAMP
Registration Number:	3337259	SUBTLE SEDUCTION
Registration Number:	3140617	SUPER HOOD
Registration Number:	1030130	SUPER LOOK
Registration Number:	1131073	SUPER LOOK
Registration Number:	1594337	SUPER LOOK WITH EXTRA SHAPING POWER
Registration Number:	1055160	SUPER LOOK PLUS
Registration Number:	3558757	SUPPORT IS NO LONGER BLACK AND WHITE
Registration Number:	0786445	SWEETHEART
Registration Number:	1171423	THANK GOODNESS IT FITS
Registration Number:	2751425	THE PERFECT SOLUTION
Registration Number:	3038362	THE SHAPE OF COMFORT
Registration Number:	1751951	THERMA THINS
Registration Number:	3054739	THINNER BY INCHES
Registration Number:	3451393	THIS END UP
Registration Number:	2876973	TIME OFF
Registration Number:	0974018	TIMELESS COMFORT
Registration Number:	2770301	TOTAL TONERS
Registration Number:	2300570	TOZ
Registration Number:	2279956	TOZ
Registration Number:	2248348	TOZ
Registration Number:	2952950	ULTRA FIRM
Registration Number:	1414308	ULTRASOFT
Registration Number:	2961249	URBAN ATTITUDES
Registration Number:	3518408	
Registration Number:	3102428	VIRTUAL INTERNET SALES RESOURCE
Registration Number:	3151989	VISR
Registration Number:	3378375	VISR.NET
Registration Number:	3604695	WE'RE THROWING A FIT AND YOU'RE INVITED
Registration Number:	3592872	WE'RE THROWING A FIT AND YOU'RE INVITED
Registration Number:	3360466	WHAT COULD YOU DO IN 18 HOURS?

**TRADEMARK**

**REEL: 004114 FRAME: 0408**

Registration Number:	3592672	YOUR COMFORT IS OUR PASSION
Serial Number:	78343611	CHAMPION SPORTS
Serial Number:	77774618	JUST MY STYLE, JUST FOR ME

**CORRESPONDENCE DATA**

Fax Number: (212)455-2502  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: (212) 455-7976  
Email: ksolomon@stblaw.com  
Correspondent Name: Mindy M. Lok, Esq.  
Address Line 1: Simpson Thacher & Bartlett LLP  
Address Line 2: 425 Lexington Avenue  
Address Line 4: New York, NEW YORK 10017

ATTORNEY DOCKET NUMBER:	509265/1392
NAME OF SUBMITTER:	Mindy M. Lok
Signature:	/ml/
Date:	12/15/2009

Total Attachments: 16  
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AMENDED AND RESTATED TRADEMARK SECURITY AGREEMENT

THIS AMENDED AND RESTATED TRADEMARK SECURITY AGREEMENT (“Agreement”), dated as of December 10, 2009 is made by HBI BRANDED APPAREL ENTERPRISES, LLC, a Delaware limited liability company (the “Grantor”), in favor of JPMORGAN CHASE BANK, N.A., a national banking association organized under the laws of the United States, as the administrative and the collateral agent (together with its successor(s) thereto in such capacity, the “Agent”) for each of the Secured Parties.

W I T N E S S E T H:

WHEREAS, pursuant to a First Lien Credit Agreement, dated as of September 5, 2006 and Amended and Restated as of December 10, 2009 (as further amended, supplemented, amended and restated or otherwise modified from time to time, the “Credit Agreement”), among the Borrower, the Lenders, HSBC Bank USA, National Association, Barclays Bank PLC and Goldman Sachs Credit Partners L.P. as the Co-Documentation Agents, Bank of America, N.A. and HSBC Securities (USA) Inc., as the Co-Syndication Agents, the Agent, and J.P. Morgan Securities Inc., Bank of America Securities LLC, HSBC Securities (USA) Inc. and Barclays Capital as the Joint Lead Arrangers and Joint Bookrunners, the Lenders and the Issuers have extended Commitments to make Credit Extensions to the Borrower;

WHEREAS, in connection with the Credit Agreement, the Grantor has executed and delivered a Pledge and Security Agreement, dated as of September 5, 2006 (the “Existing Security Agreement”) and as further amended and restated as of December 10, 2009 (as amended, supplemented, amended and restated or otherwise modified from time to time, the “Security Agreement”);

WHEREAS, pursuant to the Existing Security Agreement, the Grantor entered into a Trademark Security Agreement, dated September 5, 2006 (the “Existing IP Agreement”), in favor of Citibank, N.A., and the Existing IP Agreement was recorded at the Trademark Division of the United States Patent and Trademark Office on September 18, 2006, at Reel/Frame 003392/0075;

WHEREAS, pursuant to the Credit Agreement and pursuant to Section 4.5 of the Security Agreement, the Grantor is required to execute and deliver this Agreement and to grant to the Agent a continuing security interest in all of the Trademark Collateral (as defined below) to secure all Secured Obligations; and

WHEREAS, the Grantor has duly authorized the execution, delivery and performance of this Agreement; and

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantor agrees, for the benefit of each Secured Party, as follows:

SECTION 1. Definitions. Unless otherwise defined herein or the context otherwise requires, terms used in this Agreement, including its preamble and recitals, have the meanings provided (or incorporated by reference) in the Security Agreement.

SECTION 2. Grant of Security Interest. The Grantor hereby grants to the Agent, for its benefit and the ratable benefit of each other Secured Party, a continuing security interest in all of the Grantor's right, title and interest, whether now or hereafter existing or acquired by the Grantor, in and to the following (the "Trademark Collateral"):

(a) (i) all United States trademarks, trade names, corporate names, company names, business names, fictitious business names, trade styles, service marks, certification marks, collective marks, logos and other source or business identifiers, and all goodwill of the business associated therewith, now existing or hereafter adopted or acquired, whether currently in use or not, all registrations and recordings thereof and all applications in connection therewith, whether pending or in preparation for filing, including registrations, recordings and applications (except for any such applications filed pursuant to 15 U.S.C. § 1051(b) unless and until a "Statement of Use" has been filed in respect of such application) in the United States Patent and Trademark Office, and all common-law rights relating to the foregoing, and (ii) the right to obtain all reissues, extensions or renewals of the foregoing (collectively referred to as "Trademarks"), including those Trademarks referred to in Item A of Schedule I;

(b) all Trademark licenses and other agreements for the grant by or to the Grantor of any right to use any Trademark (each a "Trademark License"), including each Trademark License referred to in Item B of Schedule I;

(c) all of the goodwill of the business connected with the use of, and symbolized by the Trademarks described in clause (a) and, to the extent applicable, clause (b);

(d) the right to sue third parties for past, present and future infringements or dilution of the Trademarks described in clause (a) and, to the extent applicable, clause (b) or for any injury to the goodwill associated with the use of any such Trademark or for breach or enforcement of any Trademark License; and

(e) all proceeds of, and rights associated with, the foregoing (including Proceeds, licenses, royalties, income, payments, claims, damages and proceeds of infringement suits).

Notwithstanding the foregoing, Trademark Collateral shall not include any Excluded Collateral.

SECTION 3. Purpose. This Agreement has been executed and delivered by the Grantor for the purpose of recording the grant of security interest of the Agent in the Trademark Collateral with the United States Patent and Trademark Office. The security interest granted hereby has been granted as a supplement to, and not in limitation of, the security interest granted

to the Agent for its benefit and the ratable benefit of each other Secured Party under the Security Agreement. The Security Agreement (and all rights and remedies of the Agent and each Secured Party thereunder) shall remain in full force and effect in accordance with its terms.

SECTION 4. Release of Liens. Upon (i) the Disposition of Trademark Collateral in accordance with the Credit Agreement or (ii) the occurrence of the Termination Date, the security interests granted herein shall automatically terminate with respect to (A) such Trademark Collateral (in the case of clause (i)) or (B) all Trademark Collateral (in the case of clause (ii)). Upon any such Disposition or termination, the Agent will, at the Grantor's sole expense, deliver to the Grantor, without any representations, warranties or recourse of any kind whatsoever, all Trademark Collateral held by the Agent hereunder, and execute and deliver to the Grantor such Documents as necessary to evidence such termination.

SECTION 5. Acknowledgment. The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Agent with respect to the security interest in the Trademark Collateral granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which (including the remedies provided for therein) are incorporated by reference herein as if fully set forth herein. In the event of any conflict between the terms of this Agreement and the terms of the Security Agreement, the terms of the Security Agreement shall govern.


SECTION 6. Loan Document. This Agreement is a Loan Document executed pursuant to the Credit Agreement and shall (unless otherwise expressly indicated herein) be construed, administered and applied in accordance with the terms and provisions thereof, including Article X thereof.

SECTION 7. Counterparts. This Agreement may be executed by the parties hereto in several counterparts, each of which shall be deemed to be an original and all of which shall constitute together but one and the same agreement. Delivery of an executed counterpart of a signature page to this Agreement by facsimile (or other electronic) transmission shall be effective as delivery of a manually executed counterpart of this Agreement.

\* \* \*

IN WITNESS WHEREOF, each of the parties hereto has caused this Agreement to be duly executed and delivered by its authorized officer, solely in such capacity and not as an individual, as of the date first above written.

HBI BRANDED APPAREL ENTERPRISES, LLC

By 

Name: Richard D. Moss

Title: Treasurer

JPMORGAN CHASE BANK, N.A.,  
as Administrative Agent and Collateral Agent

By \_\_\_\_\_

Name:

Title:



IN WITNESS WHEREOF, each of the parties hereto has caused this Agreement to be duly executed and delivered by its authorized officer, solely in such capacity and not as an individual, as of the date first above written.

HBI BRANDED APPAREL ENTERPRISES, LLC

By: \_\_\_\_\_

Name:

Title:

JPMORGAN CHASE BANK, N.A.,  
as Administrative Agent and Collateral Agent

By:  \_\_\_\_\_

Name: **James A. Knight**  
Vice President

Title:

SCHEDULE I  
to Amended and Restated Trademark Security Agreement

Item A. Trademarks

Registered Trademarks

Owner	Trademark	Registration No.
HBI BRANDED APPAREL ENTERPRISES, LLC	1/2 SIZES TOO FOR A MORE PERFECT FIT VERTICAL Design	3143195
HBI BRANDED APPAREL ENTERPRISES, LLC	1/2 SIZES TOO Logo	3068941
HBI BRANDED APPAREL ENTERPRISES, LLC	18 HOUR	888729
HBI BRANDED APPAREL ENTERPRISES, LLC	18 HOUR	1039424
HBI BRANDED APPAREL ENTERPRISES, LLC	360° COMFORT	3004938
HBI BRANDED APPAREL ENTERPRISES, LLC	ACTION TECH	2817429
HBI BRANDED APPAREL ENTERPRISES, LLC	ACTIVE SUPPORT	1504053
HBI BRANDED APPAREL ENTERPRISES, LLC	ADVANCED PERFORMANCE	3151679
HBI BRANDED APPAREL ENTERPRISES, LLC	AIRFORM	2958139
HBI BRANDED APPAREL ENTERPRISES, LLC	ALL THAT GLITTERS	3266109
HBI BRANDED APPAREL ENTERPRISES, LLC	APLight	3146906
HBI BRANDED APPAREL ENTERPRISES, LLC	APMax	3155222
HBI BRANDED APPAREL ENTERPRISES, LLC	APZone	3146907
HBI BRANDED APPAREL ENTERPRISES, LLC	B NADA	3363580
HBI BRANDED APPAREL ENTERPRISES, LLC	BABY MORGAN & Design	1853120
HBI BRANDED APPAREL ENTERPRISES, LLC	BALI	3473114
HBI BRANDED APPAREL ENTERPRISES, LLC	BALI	861054
HBI BRANDED APPAREL ENTERPRISES, LLC	BALI	1832787
HBI BRANDED APPAREL ENTERPRISES, LLC	BALI & Flower Design	1202126
HBI BRANDED APPAREL ENTERPRISES, LLC	BALI CONCEALERS	2807373
HBI BRANDED APPAREL ENTERPRISES, LLC	BALI SMOOTHERS	3294890
HBI BRANDED APPAREL ENTERPRISES, LLC	BALI STUDIO	3048699
HBI BRANDED APPAREL ENTERPRISES, LLC	BALI STUDIO	3513470
HBI BRANDED APPAREL ENTERPRISES, LLC	BALI STUDIO	3513469
HBI BRANDED APPAREL ENTERPRISES, LLC	BARE L'EGGS	2420003
HBI BRANDED APPAREL ENTERPRISES, LLC	BARE L'EGGS. BEAUTIFUL CURVES.	3313783
HBI BRANDED APPAREL ENTERPRISES, LLC	BARELY THERE	1973373
HBI BRANDED APPAREL ENTERPRISES, LLC	BARELYTHERE	2465357
HBI BRANDED APPAREL ENTERPRISES, LLC	BARELYTHERE	2410876
HBI BRANDED APPAREL ENTERPRISES, LLC	BARELYTHERE Design	2952941
HBI BRANDED APPAREL ENTERPRISES, LLC	BE TAGFREE	3166011
HBI BRANDED APPAREL ENTERPRISES, LLC	BE YOUR OWN CHAMPION	3408970
HBI BRANDED APPAREL ENTERPRISES, LLC	BEAUTIFUL CURVES	3468769
HBI BRANDED APPAREL ENTERPRISES, LLC	BEAUTIFUL SHAPING	2883409
HBI BRANDED APPAREL ENTERPRISES, LLC	BEAUTY BY BALI	3423572
HBI BRANDED APPAREL ENTERPRISES, LLC	BEYOND BEAUTIFUL	1848235
HBI BRANDED APPAREL ENTERPRISES, LLC	BEYOND SEAMLESS	2849431

Owner	Trademark	Registration No.
HBI BRANDED APPAREL ENTERPRISES, LLC	BODY BALANCE	3716626
HBI BRANDED APPAREL ENTERPRISES, LLC	BODY BALANCE	2418305
HBI BRANDED APPAREL ENTERPRISES, LLC	BODY BEAUTIFUL	2576763
HBI BRANDED APPAREL ENTERPRISES, LLC	BODY BEAUTIFUL	731579
HBI BRANDED APPAREL ENTERPRISES, LLC	BODY BEAUTIFUL SMOOTHERS	3269034
HBI BRANDED APPAREL ENTERPRISES, LLC	BODY BY BALI	1897001
HBI BRANDED APPAREL ENTERPRISES, LLC	BODY BY BALI CONCEALERS	2872474
HBI BRANDED APPAREL ENTERPRISES, LLC	BODY COMFORT SYSTEM	3133865
HBI BRANDED APPAREL ENTERPRISES, LLC	C Logo	2923145
HBI BRANDED APPAREL ENTERPRISES, LLC	C Logo	3345050
HBI BRANDED APPAREL ENTERPRISES, LLC	C Logo	3668955
HBI BRANDED APPAREL ENTERPRISES, LLC	C Logo	1463681
HBI BRANDED APPAREL ENTERPRISES, LLC	C Logo	1566064
HBI BRANDED APPAREL ENTERPRISES, LLC	C Logo	1827538
HBI BRANDED APPAREL ENTERPRISES, LLC	C Logo	2049566
HBI BRANDED APPAREL ENTERPRISES, LLC	C Logo	3042096
HBI BRANDED APPAREL ENTERPRISES, LLC	C Logo 2	1127251
HBI BRANDED APPAREL ENTERPRISES, LLC	C VAPOR Logo	3327209
HBI BRANDED APPAREL ENTERPRISES, LLC	C9	3083481
HBI BRANDED APPAREL ENTERPRISES, LLC	C9	3174790
HBI BRANDED APPAREL ENTERPRISES, LLC	C9	3268991
HBI BRANDED APPAREL ENTERPRISES, LLC	C9	3261834
HBI BRANDED APPAREL ENTERPRISES, LLC	C9	3437620
HBI BRANDED APPAREL ENTERPRISES, LLC	C9	3437621
HBI BRANDED APPAREL ENTERPRISES, LLC	C9	3535376
HBI BRANDED APPAREL ENTERPRISES, LLC	C9	3358131
HBI BRANDED APPAREL ENTERPRISES, LLC	C9	3464633
HBI BRANDED APPAREL ENTERPRISES, LLC	C9 BY CHAMPION	3261833
HBI BRANDED APPAREL ENTERPRISES, LLC	C9 BY CHAMPION	3174791
HBI BRANDED APPAREL ENTERPRISES, LLC	C9 BY CHAMPION	3268992
HBI BRANDED APPAREL ENTERPRISES, LLC	C9 BY CHAMPION	3261835
HBI BRANDED APPAREL ENTERPRISES, LLC	C9 BY CHAMPION	3308278
HBI BRANDED APPAREL ENTERPRISES, LLC	C9 BY CHAMPION	3432616
HBI BRANDED APPAREL ENTERPRISES, LLC	C9 BY CHAMPION	3308469
HBI BRANDED APPAREL ENTERPRISES, LLC	C9 BY CHAMPION	3499796
HBI BRANDED APPAREL ENTERPRISES, LLC	C9 BY CHAMPION	3464634
HBI BRANDED APPAREL ENTERPRISES, LLC	C9 BY CHAMPION	3716447
HBI BRANDED APPAREL ENTERPRISES, LLC	CASUAL ATTITUDE	3113794
HBI BRANDED APPAREL ENTERPRISES, LLC	CHAMPION	2840536
HBI BRANDED APPAREL ENTERPRISES, LLC	CHAMPION	2905110
HBI BRANDED APPAREL ENTERPRISES, LLC	CHAMPION	2357827
HBI BRANDED APPAREL ENTERPRISES, LLC	CHAMPION	2319994
HBI BRANDED APPAREL ENTERPRISES, LLC	CHAMPION	2125303
HBI BRANDED APPAREL ENTERPRISES, LLC	CHAMPION	2370478
HBI BRANDED APPAREL ENTERPRISES, LLC	CHAMPION AND DESIGN	2704916
HBI BRANDED APPAREL ENTERPRISES, LLC	CHAMPION ELITE	2933906
HBI BRANDED APPAREL ENTERPRISES, LLC	CHAMPION ELITE	3187465

Owner	Trademark	Registration No.
HBI BRANDED APPAREL ENTERPRISES, LLC	CHAMPION ELITE	3654320
HBI BRANDED APPAREL ENTERPRISES, LLC	CHAMPION Logo	3000691
HBI BRANDED APPAREL ENTERPRISES, LLC	CHAMPION Logo	2922905
HBI BRANDED APPAREL ENTERPRISES, LLC	CHAMPION Logo	3230558
HBI BRANDED APPAREL ENTERPRISES, LLC	CHAMPION Logo	3276187
HBI BRANDED APPAREL ENTERPRISES, LLC	CHAMPION Logo	3421371
HBI BRANDED APPAREL ENTERPRISES, LLC	CHAMPION Logo	1323337
HBI BRANDED APPAREL ENTERPRISES, LLC	CHAMPION Logo	1775283
HBI BRANDED APPAREL ENTERPRISES, LLC	CHAMPION Logo	1756925
HBI BRANDED APPAREL ENTERPRISES, LLC	CHAMPION Logo	1860938
HBI BRANDED APPAREL ENTERPRISES, LLC	CHAMPION Logo	1819014
HBI BRANDED APPAREL ENTERPRISES, LLC	CHAMPION Logo	1828930
HBI BRANDED APPAREL ENTERPRISES, LLC	CHAMPION Logo	1915092
HBI BRANDED APPAREL ENTERPRISES, LLC	CHAMPION Logo	2004276
HBI BRANDED APPAREL ENTERPRISES, LLC	CHAMPION Logo	2388031
HBI BRANDED APPAREL ENTERPRISES, LLC	CHAMPION SPORTS & Design	3175758
HBI BRANDED APPAREL ENTERPRISES, LLC	CHAMPION Stylized	274178
HBI BRANDED APPAREL ENTERPRISES, LLC	CHAMPION Stylized II	584362
HBI BRANDED APPAREL ENTERPRISES, LLC	CHAMPION VAPOR	3320936
HBI BRANDED APPAREL ENTERPRISES, LLC	CHAMPKNIT STYLIZED	515356
HBI BRANDED APPAREL ENTERPRISES, LLC	CHECKMATES	2592226
HBI BRANDED APPAREL ENTERPRISES, LLC	CHIFFON SHAPERS	2893998
HBI BRANDED APPAREL ENTERPRISES, LLC	CHOOSE SMART	2953414
HBI BRANDED APPAREL ENTERPRISES, LLC	CHOOSE SMART BY L'EGGS	2953380
HBI BRANDED APPAREL ENTERPRISES, LLC	CLOTHING COMPATIBLE	3703083
HBI BRANDED APPAREL ENTERPRISES, LLC	COMFORT CRAZE	3468767
HBI BRANDED APPAREL ENTERPRISES, LLC	COMFORT CRAZE	3599888
HBI BRANDED APPAREL ENTERPRISES, LLC	COMFORT HOURS	924315
HBI BRANDED APPAREL ENTERPRISES, LLC	COMFORT IN MOTION	2744824
HBI BRANDED APPAREL ENTERPRISES, LLC	COMFORT SHAPERS	2104273
HBI BRANDED APPAREL ENTERPRISES, LLC	COMFORT STRAP	2575842
HBI BRANDED APPAREL ENTERPRISES, LLC	COMFORT STRETCH	2494047
HBI BRANDED APPAREL ENTERPRISES, LLC	COMFORT TAKES A LIGHT FORM	3154719
HBI BRANDED APPAREL ENTERPRISES, LLC	COMFORTABLE CURVES	2955493
HBI BRANDED APPAREL ENTERPRISES, LLC	COMFORTABLE CURVES	3451375
HBI BRANDED APPAREL ENTERPRISES, LLC	COMFORTFLEX	1351806
HBI BRANDED APPAREL ENTERPRISES, LLC	COMFORTIME	903926
HBI BRANDED APPAREL ENTERPRISES, LLC	COMFORTPLUS	3694621
HBI BRANDED APPAREL ENTERPRISES, LLC	COOL COMFORT	2865704
HBI BRANDED APPAREL ENTERPRISES, LLC	COOL EFFECTS	2955643
HBI BRANDED APPAREL ENTERPRISES, LLC	COOL STRETCH	2913242
HBI BRANDED APPAREL ENTERPRISES, LLC	COOL-JOCK	1919933
HBI BRANDED APPAREL ENTERPRISES, LLC	COOL-LINER	1899029
HBI BRANDED APPAREL ENTERPRISES, LLC	COTTON CREATIONS	3446910
HBI BRANDED APPAREL ENTERPRISES, LLC	COTTON WHERE IT COUNTS	2980738
HBI BRANDED APPAREL ENTERPRISES, LLC	CROSS YOUR HEART	1146875
HBI BRANDED APPAREL ENTERPRISES, LLC	CROSS-YOUR-HEART	801371

Owner	Trademark	Registration No.
HBI BRANDED APPAREL ENTERPRISES, LLC	CURVES AHEAD	1181221
HBI BRANDED APPAREL ENTERPRISES, LLC	CUSHION SOLUTIONS	3505766
HBI BRANDED APPAREL ENTERPRISES, LLC	CUSTOM COMFORT	2854106
HBI BRANDED APPAREL ENTERPRISES, LLC	CUSTOM FLEX	2996184
HBI BRANDED APPAREL ENTERPRISES, LLC	DESIGN ONLY	1,127,551
HBI BRANDED APPAREL ENTERPRISES, LLC	DIAMONDS FOREVER	2757474
HBI BRANDED APPAREL ENTERPRISES, LLC	DIAMOND WORKS	2872495
HBI BRANDED APPAREL ENTERPRISES, LLC	DOUBLE DRY	2764466
HBI BRANDED APPAREL ENTERPRISES, LLC	DOUBLE DRY DISTANCE	3474035
HBI BRANDED APPAREL ENTERPRISES, LLC	DOUBLE SUPPORT	3450872
HBI BRANDED APPAREL ENTERPRISES, LLC	DOUBLE SUPPORT	1331454
HBI BRANDED APPAREL ENTERPRISES, LLC	DOUBLE SUPPORT	1739925
HBI BRANDED APPAREL ENTERPRISES, LLC	DOWNTIME	2958027
HBI BRANDED APPAREL ENTERPRISES, LLC	DOWNTIME	3482134
HBI BRANDED APPAREL ENTERPRISES, LLC	DRAMATIC LIFT	2642881
HBI BRANDED APPAREL ENTERPRISES, LLC	DUO DRI	3151725
HBI BRANDED APPAREL ENTERPRISES, LLC	DUO DRY	2996042
HBI BRANDED APPAREL ENTERPRISES, LLC	DUOFOLD	3706646
HBI BRANDED APPAREL ENTERPRISES, LLC	EASY ON	2955623
HBI BRANDED APPAREL ENTERPRISES, LLC	EASY ON	3338818
HBI BRANDED APPAREL ENTERPRISES, LLC	EFFORTLESS BEAUTY	3392767
HBI BRANDED APPAREL ENTERPRISES, LLC	EGG-SHAPED WINDOW Design	2886320
HBI BRANDED APPAREL ENTERPRISES, LLC	EIGHTEEN HOUR	1468424
HBI BRANDED APPAREL ENTERPRISES, LLC	ENCHANTRESS	2732397
HBI BRANDED APPAREL ENTERPRISES, LLC	EVERYDAY	1086504
HBI BRANDED APPAREL ENTERPRISES, LLC	EVERYDAY	2339244
HBI BRANDED APPAREL ENTERPRISES, LLC	EVERYDAY BASICS	2805144
HBI BRANDED APPAREL ENTERPRISES, LLC	EVOLUTION BODYFIT	2849635
HBI BRANDED APPAREL ENTERPRISES, LLC	EXPECTANT MOMENTS	1991973
HBI BRANDED APPAREL ENTERPRISES, LLC	EX-SCENT	2913784
HBI BRANDED APPAREL ENTERPRISES, LLC	EXTRA SHAPING POWER	1594336
HBI BRANDED APPAREL ENTERPRISES, LLC	FEEL BEAUTIFUL	2750382
HBI BRANDED APPAREL ENTERPRISES, LLC	FITS WHO YOU ARE	2953337
HBI BRANDED APPAREL ENTERPRISES, LLC	FLAWLESS FIT	2958028
HBI BRANDED APPAREL ENTERPRISES, LLC	FLAWLESS FIT	2955753
HBI BRANDED APPAREL ENTERPRISES, LLC	FLOWER BALI	709097
HBI BRANDED APPAREL ENTERPRISES, LLC	FOREVER LACE	1996194
HBI BRANDED APPAREL ENTERPRISES, LLC	FREE SPIRIT	899,723
HBI BRANDED APPAREL ENTERPRISES, LLC	FREEFORM PANTY	1733175
HBI BRANDED APPAREL ENTERPRISES, LLC	FRENCH KNOT	3068866
HBI BRANDED APPAREL ENTERPRISES, LLC	FULL-CUT-FIT	2754644
HBI BRANDED APPAREL ENTERPRISES, LLC	GET HIP	2972675
HBI BRANDED APPAREL ENTERPRISES, LLC	GRIP STRIPS	2949614
HBI BRANDED APPAREL ENTERPRISES, LLC	GRIPNETIC	917300
HBI BRANDED APPAREL ENTERPRISES, LLC	HOODQUARTERS	3616887
HBI BRANDED APPAREL ENTERPRISES, LLC	HOW YOU PLAY	3616981
HBI BRANDED APPAREL ENTERPRISES, LLC	I CAN'T BELIEVE IT'S A GIRDLE	920264

Owner	Trademark	Registration No.
HBI BRANDED APPAREL ENTERPRISES, LLC	I DESIGN	2557386
HBI BRANDED APPAREL ENTERPRISES, LLC	I DESIGN . INNERSELF	2908187
HBI BRANDED APPAREL ENTERPRISES, LLC	ILLUSIVE LACE	2890149
HBI BRANDED APPAREL ENTERPRISES, LLC	INCREDIBLY ULTRA SHEER	2754462
HBI BRANDED APPAREL ENTERPRISES, LLC	INNER DELIGHT	3313632
HBI BRANDED APPAREL ENTERPRISES, LLC	INNER SELF	2736826
HBI BRANDED APPAREL ENTERPRISES, LLC	INVISIBLE ELEGANCE	3354172
HBI BRANDED APPAREL ENTERPRISES, LLC	INVISIBLE LOOK	3325801
HBI BRANDED APPAREL ENTERPRISES, LLC	INVISIBLE LOOK	3609559
HBI BRANDED APPAREL ENTERPRISES, LLC	INVISIBLY PRETTY	3568345
HBI BRANDED APPAREL ENTERPRISES, LLC	IT TAKES A LITTLE MORE TO MAKE A CHAMPION	1183887
HBI BRANDED APPAREL ENTERPRISES, LLC	IT TAKES A LITTLE MORE TO MAKE A CHAMPION	1886122
HBI BRANDED APPAREL ENTERPRISES, LLC	J Design	3570459
HBI BRANDED APPAREL ENTERPRISES, LLC	J.E. MORGAN LONG JOHNS AND DESIGN	1435675
HBI BRANDED APPAREL ENTERPRISES, LLC	JEANIOUS BY BARELY THERE	3360529
HBI BRANDED APPAREL ENTERPRISES, LLC	JMS	3030280
HBI BRANDED APPAREL ENTERPRISES, LLC	JMS	3595560
HBI BRANDED APPAREL ENTERPRISES, LLC	JMS COLLECTIONS	2733376
HBI BRANDED APPAREL ENTERPRISES, LLC	JMS Design	2817823
HBI BRANDED APPAREL ENTERPRISES, LLC	JMS DESIGN	3148607
HBI BRANDED APPAREL ENTERPRISES, LLC	JMS JUST MY SIZE & Design	2993203
HBI BRANDED APPAREL ENTERPRISES, LLC	JMS JUST MY SIZE & Design	3030173
HBI BRANDED APPAREL ENTERPRISES, LLC	JOGBRA	2953082
HBI BRANDED APPAREL ENTERPRISES, LLC	JOGBRA	1205532
HBI BRANDED APPAREL ENTERPRISES, LLC	JUST GORGEOUS	3160974
HBI BRANDED APPAREL ENTERPRISES, LLC	JUST MY SIZE	3599210
HBI BRANDED APPAREL ENTERPRISES, LLC	JUST MY SIZE	1244598
HBI BRANDED APPAREL ENTERPRISES, LLC	JUST MY SIZE	1446388
HBI BRANDED APPAREL ENTERPRISES, LLC	JUST MY SIZE	1490291
HBI BRANDED APPAREL ENTERPRISES, LLC	JUST MY SIZE	2109565
HBI BRANDED APPAREL ENTERPRISES, LLC	JUST MY SIZE	2082442
HBI BRANDED APPAREL ENTERPRISES, LLC	JUST MY SIZE	2082415
HBI BRANDED APPAREL ENTERPRISES, LLC	JUST MY SIZE	1819338
HBI BRANDED APPAREL ENTERPRISES, LLC	JUST MY SIZE	2195706
HBI BRANDED APPAREL ENTERPRISES, LLC	JUST MY STYLE	2966151
HBI BRANDED APPAREL ENTERPRISES, LLC	JUST MY STYLE, JUST FOR ME	3613707
HBI BRANDED APPAREL ENTERPRISES, LLC	LACE CRAZE	3026615
HBI BRANDED APPAREL ENTERPRISES, LLC	LACE DESIRE	3283439
HBI BRANDED APPAREL ENTERPRISES, LLC	LACE DESIRE	2994241
HBI BRANDED APPAREL ENTERPRISES, LLC	LACE EMBRACE	2490054
HBI BRANDED APPAREL ENTERPRISES, LLC	LACE 'N SMOOTH	1639800
HBI BRANDED APPAREL ENTERPRISES, LLC	LACY SKAMP	1857734
HBI BRANDED APPAREL ENTERPRISES, LLC	LASTING SHEER	2181217
HBI BRANDED APPAREL ENTERPRISES, LLC	L'EGGS	891626
HBI BRANDED APPAREL ENTERPRISES, LLC	L'EGGS	1269999

Owner	Trademark	Registration No.
HBI BRANDED APPAREL ENTERPRISES, LLC	L'EGGS CARE	2491287
HBI BRANDED APPAREL ENTERPRISES, LLC	L'EGGS Logo	1359332
HBI BRANDED APPAREL ENTERPRISES, LLC	L'EGGS Logo	917285
HBI BRANDED APPAREL ENTERPRISES, LLC	L'EGGS MINI-EGGS	2963521
HBI BRANDED APPAREL ENTERPRISES, LLC	L'EGGS PROFILES	3613515
HBI BRANDED APPAREL ENTERPRISES, LLC	L'EGGSWEAR Logo	1850354
HBI BRANDED APPAREL ENTERPRISES, LLC	LIFT APPEAL	3026697
HBI BRANDED APPAREL ENTERPRISES, LLC	LIGHT EFFECTS	2870480
HBI BRANDED APPAREL ENTERPRISES, LLC	LIKE SILK IN MOTION	2772598
HBI BRANDED APPAREL ENTERPRISES, LLC	LITTLE L'EGGS	1406841
HBI BRANDED APPAREL ENTERPRISES, LLC	LITTLE L'EGGS	1981491
HBI BRANDED APPAREL ENTERPRISES, LLC	LITTLE L'EGGS & Heart Design	1759965
HBI BRANDED APPAREL ENTERPRISES, LLC	LITTLE L'EGGS & Heart Design	1878708
HBI BRANDED APPAREL ENTERPRISES, LLC	LITTLE L'EGGS & Heart Design	1964562
HBI BRANDED APPAREL ENTERPRISES, LLC	LIVE BEAUTIFULLY	3407249
HBI BRANDED APPAREL ENTERPRISES, LLC	LIVE IT UP	3218507
HBI BRANDED APPAREL ENTERPRISES, LLC	LOOK WHO WE'VE GOT OUR HANES ON NOW	3432582
HBI BRANDED APPAREL ENTERPRISES, LLC	LOVABLE	3450549
HBI BRANDED APPAREL ENTERPRISES, LLC	LOVABLE	378181
HBI BRANDED APPAREL ENTERPRISES, LLC	LOVABLE	832979
HBI BRANDED APPAREL ENTERPRISES, LLC	LOVABLE	947645
HBI BRANDED APPAREL ENTERPRISES, LLC	LOVABLE BODY GLOSS COLLECTION	2739078
HBI BRANDED APPAREL ENTERPRISES, LLC	LOVABLE CHARM	3424551
HBI BRANDED APPAREL ENTERPRISES, LLC	LOVABLE FLIRT	3424552
HBI BRANDED APPAREL ENTERPRISES, LLC	LOVABLE WITH RIGHT HEART DESIGN	1793746
HBI BRANDED APPAREL ENTERPRISES, LLC	LOVE THE BRA YOU'RE IN	3438172
HBI BRANDED APPAREL ENTERPRISES, LLC	LUXURIOUS BY BARELY THERE	3313809
HBI BRANDED APPAREL ENTERPRISES, LLC	MCR	1829077
HBI BRANDED APPAREL ENTERPRISES, LLC	MICROTONING ACTION	2369215
HBI BRANDED APPAREL ENTERPRISES, LLC	MY L'EGGS	2789707
HBI BRANDED APPAREL ENTERPRISES, LLC	MOTION CONTROL REQUIREMENTS	1829078
HBI BRANDED APPAREL ENTERPRISES, LLC	NATURAL CONTOURS	2585742
HBI BRANDED APPAREL ENTERPRISES, LLC	NEARLY A	3048917
HBI BRANDED APPAREL ENTERPRISES, LLC	NEARLY B	3048918
HBI BRANDED APPAREL ENTERPRISES, LLC	NEARLY C	3258090
HBI BRANDED APPAREL ENTERPRISES, LLC	NEARLY D	3311974
HBI BRANDED APPAREL ENTERPRISES, LLC	NEVER ENDING SMOOTH	3345907
HBI BRANDED APPAREL ENTERPRISES, LLC	NEVER ENDING SMOOTH	3473260
HBI BRANDED APPAREL ENTERPRISES, LLC	NO BODY'S PERFECT	1190080
HBI BRANDED APPAREL ENTERPRISES, LLC	NO POKE WIRE	3363975
HBI BRANDED APPAREL ENTERPRISES, LLC	NO POKE WIRE	2245246
HBI BRANDED APPAREL ENTERPRISES, LLC	NORWICH	513818
HBI BRANDED APPAREL ENTERPRISES, LLC	NOTHING BEATS A GREAT PAIR OF L'EGGS	1252320
HBI BRANDED APPAREL ENTERPRISES, LLC	NOTHING FEELS BETTER	2377765

Owner	Trademark	Registration No.
HBI BRANDED APPAREL ENTERPRISES, LLC	O2 CELL	3445933
HBI BRANDED APPAREL ENTERPRISES, LLC	O2 COOL Logo	3596617
HBI BRANDED APPAREL ENTERPRISES, LLC	OUTER BANKS (CUSTOM REGISTRATION)	1592144
HBI BRANDED APPAREL ENTERPRISES, LLC	OUTER BANKS & Device	1819044
HBI BRANDED APPAREL ENTERPRISES, LLC	OUTER BANKS & Lighthouse Design	3024340
HBI BRANDED APPAREL ENTERPRISES, LLC	OUTER BANKS RESERVE	3159910
HBI BRANDED APPAREL ENTERPRISES, LLC	OUTER BANKS RESERVE & Lighthouse Design	2931764
HBI BRANDED APPAREL ENTERPRISES, LLC	OUTER BANKS SUPERIOR QUALITY & Design	2867689
HBI BRANDED APPAREL ENTERPRISES, LLC	PASSION FOR COMFORT	3396232
HBI BRANDED APPAREL ENTERPRISES, LLC	PASSION FOR COMFORT	3525056
HBI BRANDED APPAREL ENTERPRISES, LLC	PASSION-NET	3438148
HBI BRANDED APPAREL ENTERPRISES, LLC	PERFECTLY SMOOTH	2931506
HBI BRANDED APPAREL ENTERPRISES, LLC	PERMALASTIC	2985430
HBI BRANDED APPAREL ENTERPRISES, LLC	PLATINUM SHAPE SYSTEM	3455398
HBI BRANDED APPAREL ENTERPRISES, LLC	POP FLOWER	2877329
HBI BRANDED APPAREL ENTERPRISES, LLC	POWER CELL	3280801
HBI BRANDED APPAREL ENTERPRISES, LLC	POWER CORE	3152082
HBI BRANDED APPAREL ENTERPRISES, LLC	POWERBACK	3446969
HBI BRANDED APPAREL ENTERPRISES, LLC	POWER-LINER	1745889
HBI BRANDED APPAREL ENTERPRISES, LLC	POWERLITE	3451475
HBI BRANDED APPAREL ENTERPRISES, LLC	POWERSHAPE	2720128
HBI BRANDED APPAREL ENTERPRISES, LLC	POWERSLEEK	3450447
HBI BRANDED APPAREL ENTERPRISES, LLC	PURE COMFORT	3497188
HBI BRANDED APPAREL ENTERPRISES, LLC	REVERSE WEAVE	1504953
HBI BRANDED APPAREL ENTERPRISES, LLC	SATIN TRACINGS	1779722
HBI BRANDED APPAREL ENTERPRISES, LLC	SEAMLESS SMOOTHERS	2843799
HBI BRANDED APPAREL ENTERPRISES, LLC	SECRETS SENSATION	3166298
HBI BRANDED APPAREL ENTERPRISES, LLC	SEDUCTIVE CURVES	3054873
HBI BRANDED APPAREL ENTERPRISES, LLC	SHAPING JUST GOT BEAUTIFUL	2515624
HBI BRANDED APPAREL ENTERPRISES, LLC	SHEER COMFORT	1110967
HBI BRANDED APPAREL ENTERPRISES, LLC	SHEER ELEGANCE	1604767
HBI BRANDED APPAREL ENTERPRISES, LLC	SHEER ENERGY	978180
HBI BRANDED APPAREL ENTERPRISES, LLC	SHEER VITALITY	2821732
HBI BRANDED APPAREL ENTERPRISES, LLC	SHEER VITALITY BENEFITS	3320276
HBI BRANDED APPAREL ENTERPRISES, LLC	SHOES COME IN HALF SIZES . . .	
HBI BRANDED APPAREL ENTERPRISES, LLC	SO WHY NOT YOUR BRA	3419174
HBI BRANDED APPAREL ENTERPRISES, LLC	SHOULDER SPA	2738932
HBI BRANDED APPAREL ENTERPRISES, LLC	SHOULDER MASSAGE	2958032
HBI BRANDED APPAREL ENTERPRISES, LLC	SIDE SENSATION	3147414
HBI BRANDED APPAREL ENTERPRISES, LLC	SIDE SHAPING	2633710
HBI BRANDED APPAREL ENTERPRISES, LLC	SIGNATURE COMFORT	2855165
HBI BRANDED APPAREL ENTERPRISES, LLC	SIGNATURE FLORALS	2074200
HBI BRANDED APPAREL ENTERPRISES, LLC	SIGNATURE SHAPING	3459353
HBI BRANDED APPAREL ENTERPRISES, LLC	SIGNATURE UPLIFT	3537886
HBI BRANDED APPAREL ENTERPRISES, LLC	SILKEN LUXURY	3437002
HBI BRANDED APPAREL ENTERPRISES, LLC	SILKEN MIST	1475079



Owner	Trademark	Registration No.
HBI BRANDED APPAREL ENTERPRISES, LLC	SILKEN MIST SHEER INTIMATES	3020070
HBI BRANDED APPAREL ENTERPRISES, LLC	SKAMP	3532127
HBI BRANDED APPAREL ENTERPRISES, LLC	SKIMP SKAMP	593304
HBI BRANDED APPAREL ENTERPRISES, LLC	SKY BALI	708437
HBI BRANDED APPAREL ENTERPRISES, LLC	SLIMLOOK	3381498
HBI BRANDED APPAREL ENTERPRISES, LLC	SLIMLOOK	1649556
HBI BRANDED APPAREL ENTERPRISES, LLC	SMOOTH COMPLIMENTS	2099636
HBI BRANDED APPAREL ENTERPRISES, LLC	SMOOTH INDULGENCE	3613545
HBI BRANDED APPAREL ENTERPRISES, LLC	SMOOTH TONERS	2764141
HBI BRANDED APPAREL ENTERPRISES, LLC	SMOOTHIE	1005366
HBI BRANDED APPAREL ENTERPRISES, LLC	SMOOTHING PETALS	3450510
HBI BRANDED APPAREL ENTERPRISES, LLC	SOCKS GALORE & Design	1641686
HBI BRANDED APPAREL ENTERPRISES, LLC	SOCKS GALORE & MORE Design	1640589
HBI BRANDED APPAREL ENTERPRISES, LLC	SPA CLOSURE	2987247
HBI BRANDED APPAREL ENTERPRISES, LLC	SPANETTE	787613
HBI BRANDED APPAREL ENTERPRISES, LLC	SPORTSHAPE	1747202
HBI BRANDED APPAREL ENTERPRISES, LLC	SPORTSTRETCH	3291477
HBI BRANDED APPAREL ENTERPRISES, LLC	STEP IN BRA	875405
HBI BRANDED APPAREL ENTERPRISES, LLC	STOP THE SLIP	3209283
HBI BRANDED APPAREL ENTERPRISES, LLC	STRETCH & Design	3303466
HBI BRANDED APPAREL ENTERPRISES, LLC	STRETCH PERFECT	3477335
HBI BRANDED APPAREL ENTERPRISES, LLC	STRETCH STRIPE SKAMP	2899327
HBI BRANDED APPAREL ENTERPRISES, LLC	SUBTLE SEDUCTION	3337259
HBI BRANDED APPAREL ENTERPRISES, LLC	SUPER HOOD	3140617
HBI BRANDED APPAREL ENTERPRISES, LLC	SUPER LOOK	1030130
HBI BRANDED APPAREL ENTERPRISES, LLC	SUPER LOOK	1131073
HBI BRANDED APPAREL ENTERPRISES, LLC	SUPER LOOK WITH EXTRA SHAPING POWER	1594337
HBI BRANDED APPAREL ENTERPRISES, LLC	SUPER LOOK PLUS	1055160
HBI BRANDED APPAREL ENTERPRISES, LLC	SUPPORT IS NO LONGER BLACK AND WHITE	3558757
HBI BRANDED APPAREL ENTERPRISES, LLC	SWEETHEART	786445
HBI BRANDED APPAREL ENTERPRISES, LLC	THANK GOODNESS IT FITS	1171423
HBI BRANDED APPAREL ENTERPRISES, LLC	THE PERFECT SOLUTION	2751425
HBI BRANDED APPAREL ENTERPRISES, LLC	THE SHAPE OF COMFORT	3038362
HBI BRANDED APPAREL ENTERPRISES, LLC	THERMA THINS	1751951
HBI BRANDED APPAREL ENTERPRISES, LLC	THINNER BY INCHES	3054739
HBI BRANDED APPAREL ENTERPRISES, LLC	THIS END UP	3451393
HBI BRANDED APPAREL ENTERPRISES, LLC	TIME OFF	2876973
HBI BRANDED APPAREL ENTERPRISES, LLC	TIMELESS COMFORT	974018
HBI BRANDED APPAREL ENTERPRISES, LLC	TOTAL TONERS	2770301
HBI BRANDED APPAREL ENTERPRISES, LLC	TOZ	2300570
HBI BRANDED APPAREL ENTERPRISES, LLC	TOZ	2279956
HBI BRANDED APPAREL ENTERPRISES, LLC	TOZ Design	2248348
HBI BRANDED APPAREL ENTERPRISES, LLC	ULTRA FIRM	2952950
HBI BRANDED APPAREL ENTERPRISES, LLC	ULTRASOFT	1414308
HBI BRANDED APPAREL ENTERPRISES, LLC	URBAN ATTITUDES	2961249
HBI BRANDED APPAREL ENTERPRISES, LLC	VAPOR Logo	3518408

Owner	Trademark	Registration No.
HBI BRANDED APPAREL ENTERPRISES, LLC	VIRTUAL INTERNET SALES RESOURCE	3102428
HBI BRANDED APPAREL ENTERPRISES, LLC	VISR	3151989
HBI BRANDED APPAREL ENTERPRISES, LLC	VISR.NET	3378375
HBI BRANDED APPAREL ENTERPRISES, LLC	WE'RE THROWING A FIT AND YOU'RE INVITED	3604695
HBI BRANDED APPAREL ENTERPRISES, LLC	WE'RE THROWING A FIT AND YOU'RE INVITED	3592872
HBI BRANDED APPAREL ENTERPRISES, LLC	WHAT COULD YOU DO IN 18 HOURS?	3360466
HBI BRANDED APPAREL ENTERPRISES, LLC	YOUR COMFORT IS OUR PASSION	3592672

Pending Trademark Applications

Owner	Trademark	Application Number
HBI BRANDED APPAREL ENTERPRISES, LLC	CHAMPION SPORTS	78/343611
HBI BRANDED APPAREL ENTERPRISES, LLC	JUST MY STYLE, JUST FOR ME	77/774618

Trademark Applications In Preparation

<u>Trademark</u>	<u>Docket No.</u>	<u>Expected Filing Date</u>	<u>Products/ Services</u>
N/A	N/A	N/A	N/A

Item B. Trademark Licenses

HBI BRANDED APPAREL ENTERPRISES, LLC					
Trademark	Third Party Trademark	Title	Status	Effective Date	Expiration Date
C LOGO CHAMPION CHAMPION LOGO		HBI Branded Apparel Enterprises, LLC and CC Products Inc., ABC, Inc. and GFSI, Inc.	Active	01-Jul-2001	30-Jun-2016
	SPANETTE TIMELESS COMFORT	HBI Branded Apparel Enterprises, LLC and Sears, Roebuck and Co.	Active	01-Nov-1972	
JUST MY SIZE		HBI Branded Apparel Enterprises, LLC and Young Stuff Apparel, Inc.	Active	01-Apr-2000	
JUST MY SIZE		HBI Branded Apparel Enterprises, LLC and E.S. Sutton, Inc.	Active	01-Sep-2000	30-Jun-2008
C LOGO CHAMPION CHAMPION LOGO		HBI Branded Apparel Enterprises, LLC and Hypnotic Hats, Ltd.	Active	31-Dec-2005	31-Dec-2008
C LOGO CHAMPION CHAMPION		HBI Branded Apparel Enterprises, LLC and North Bay Apparel, Ltd.	Active	01-Aug-2002	30-Jun-2008

**HBI BRANDED APPAREL ENTERPRISES, LLC**

<b>Trademark</b>	<b>Third Party Trademark</b>	<b>Title</b>	<b>Status</b>	<b>Effective Date</b>	<b>Expiration Date</b>
LOGO					
	LIVING PLAYTEX	Ongoing Trademark License Agreement between Playtex Marketing Corporation and Hanesbrands Inc. and HBI Branded Apparel Enterprises, LLC and Playtex Products Inc.	Active	19-Nov-1991	
C LOGO CHAMPION CHAMPION LOGO		HBI Branded Apparel Enterprises, LLC and Payless ShoeSource Worldwide, Inc.	Active	01-Jul-2003	30-Jun-2012
C9 BY CHAMPION C9 DESIGN BY CHAMPION LOGO		HBI Branded Apparel Enterprises, LLC and Aai Foster Grant	Active	01-Jul-2004	31-Dec-2009
CHAMPION SPORTS CHAMPION SPORTS & DESIGN		HBI Branded Apparel Enterprises, LLC and Pro Sports, Inc.	Active	02-Sep-2004	02-Sep-2024
C9 DESIGN C9 DESIGN BY CHAMPION LOGO CHAMPION		HBI Branded Apparel Enterprises, LLC and ACI International	Active	01-Jul-2003	31-Dec-2010
	100% Thermax Thermax	Certification Mark License Agreement between E.I DuPont De Nemours & Company, Inc. (DuPont) and HBI Branded Apparel Enterprises, LLC	Active	16-Jan-1987	
BE A CHAMPION		HBI Branded Apparel Enterprises, LLC and MDA, Inc.	Active	08-Apr-2005	08-Apr-2015
C9 C9 BY CHAMPION		HBI Branded Apparel Enterprises, LLC and Totes Isotoner Corporation	Active	01-Jul-2006	31-Dec-2009
	Speed Racer Speed Racer: The Next Generation	Merchandising License Agreement between Speed Racer Enterprises, Inc. and Hanesbrands Inc.	Active	01-Aug-2007	31-Dec-2010
C LOGO CHAMPION		HBI Branded Apparel Enterprises, LLC and Zephyr Graf-X	Active	01-Jul-2008	31-Dec-2009
C9 C9 BY CHAMPION		HBI Branded Apparel Enterprises, LLC to Advance Watch Company d/b/a Geneva Watch Group	Active	01-Jul-2008	30-Jun-2009

**HBI BRANDED APPAREL ENTERPRISES, LLC**

<b>Trademark</b>	<b>Third Party Trademark</b>	<b>Title</b>	<b>Status</b>	<b>Effective Date</b>	<b>Expiration Date</b>
C LOGO CHAMPION		HBI Branded Apparel Enterprises, LLC and Beluga Inc. (Adjmi Apparel Group)	Pending	01-Jan-2009	31-Dec-2011
SMOOTHIES		HBI Branded Apparel Enterprises, LLC and Donna Karan Studio LLC	Active	16-Jan-1987	31-Dec-2011