

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM403238

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Assignment

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
WLR Recovery Fund IV, L.P.		10/24/2016	Limited Partnership: DELAWARE

RECEIVING PARTY DATA

Name:	Project Ivory Acquisition, LLC
Street Address:	360 North Crescent Drive
City:	Beverly Hills
State/Country:	CALIFORNIA
Postal Code:	90210
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 34

Property Type	Number	Word Mark
Serial Number:	76604980	ITG
Serial Number:	76604977	ITG INTERNATIONAL TEXTILE GROUP
Registration Number:	2306233	CONE
Serial Number:	78562018	CONE
Registration Number:	879564	CONE
Serial Number:	78561942	CONE DENIM
Serial Number:	76572177	WHITE OAK
Serial Number:	76572176	WHITE OAK DENIM
Serial Number:	76572175	WHITE OAK PLANT
Registration Number:	2545029	BH
Registration Number:	504523	BURLINGTON
Registration Number:	2374803	BURLINGTON
Registration Number:	2482324	BURLINGTON
Registration Number:	2147243	BURLINGTON
Registration Number:	504046	BURLINGTON
Registration Number:	138483	BURLINGTON
Registration Number:	998002	BURLINGTON HOUSE
Registration Number:	507505	BURLINGTON HOUSE
Registration Number:	2389944	BURLINGTON

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	855164	BURLINGTON
Registration Number:	855166	BURLINGTON
Registration Number:	2393660	M.C.S.
Registration Number:	2218338	M.C.S. MOISTURE CONTROL SYSTEM
Registration Number:	661094	RAEFORD
Registration Number:	2317280	GLIDE II
Registration Number:	2420205	DUNEAN CHAMBRAY
Registration Number:	2433957	FUSION
Registration Number:	2735003	ABSOLUTE-WICK
Registration Number:	2933751	WEATHERMAX
Registration Number:	3015999	TRADITION
Registration Number:	3016000	COMMANDER
Serial Number:	76576656	HYDROMAX
Registration Number:	2927550	FUSION Z
Serial Number:	76487324	ULTRAPERM

CORRESPONDENCE DATA

Fax Number: 8668265420

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 301-638-0511

Email: ipresearchplus@comcast.net

Correspondent Name: IP Research Plus, Inc.

Address Line 1: 21 Tadcaster Circle

Address Line 2: attn: Penelope J.A. Agodoa

Address Line 4: Waldorf, MARYLAND 20602

ATTORNEY DOCKET NUMBER:	ins1-41428
NAME OF SUBMITTER:	Penelope J.A. Agodoa
SIGNATURE:	/pja/
DATE SIGNED:	10/24/2016

Total Attachments: 7
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ASSIGNMENT OF TRADEMARK SECURITY AGREEMENT

This **ASSIGNMENT OF TRADEMARK SECURITY AGREEMENT** (this “**Assignment**”), dated as of October 24, 2016, is made by and between **WLR RECOVERY FUND IV, L.P.**, a Delaware limited partnership (as successor in interest to Clearlake Capital Partners, LLC), acting in its capacity as Collateral Agent (in such capacity, “**Retiring Agent**”) under that certain Senior Subordinated Note Purchase Agreement, dated as of June 6, 2007 (as amended, restated, supplemented or otherwise modified from time to time, the “**Note Purchase Agreement**”) and **PROJECT IVORY ACQUISITION, LLC**, a Delaware limited liability company, acting in its capacity as the successor Collateral Agent under the Note Purchase Agreement (in such capacity, “**Successor Agent**”).

RECITALS:

WHEREAS, INTERNATIONAL TEXTILE GROUP, INC., APPAREL FABRICS PROPERTIES, INC., BURLINGTON INDUSTRIES LLC, BURLINGTON INDUSTRIES V, LLC, BURLINGTON WORLDWIDE INC., CARLISLE FINISHING LLC, CONE ACQUISITION LLC, CONE ADMINISTRATIVE AND SALES LLC, CONE DENIM LLC, CONE DENIM WHITE OAK LLC, CONE INTERNATIONAL HOLDINGS, INC., CONE INTERNATIONAL HOLDINGS II, INC., CONE JACQUARDS LLC, INTERNATIONAL TEXTILE GROUP ACQUISITION GROUP LLC, SAFETY COMPONENTS FABRIC TECHNOLOGIES, INC., WLR CONE MILLS IP, INC., VALENTEC WELLS, LLC and NARRICOT INDUSTRIES LLC, each as a “Grantor”, and Retiring Agent are parties to that certain Trademark Security Agreement identified in Exhibit A attached hereto (as the same have been and may hereafter be amended, restated, supplemented or otherwise modified from time to time, collectively, the “**Agreement**”) covering certain intellectual property, including those trademarks set forth on Exhibit B attached hereto; and

WHEREAS, pursuant to that certain Assignment and Assumption Agreement, dated as of the date hereof, by and among Retiring Agent, Successor Agent and the other parties thereto, Retiring Agent has assigned to Successor Agent all of its rights, remedies, duties and other obligations under, among other documents, the Agreement, in each instance, in its capacity as the Collateral Agent under the Note Purchase Agreement.

NOW, THEREFORE, in consideration of the foregoing, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Retiring Agent hereby assigns and transfers to Successor Agent and its successors and assigns, all of its rights, title and interest in and to the Agreement, and all of its duties and other obligations under the Agreement. Retiring Agent hereby authorizes Successor Agent and its designees to file this Assignment and any other necessary documentation with the United States Patent and Trademark Office or any other governmental office to evidence the assignment and transfer provided herein.

This Assignment may be executed in any number of counterparts, each of which when so executed shall be deemed an original and all of which taken together shall constitute one and the same instrument. This Assignment and the rights and obligations of the parties hereto shall be governed by, and construed and interpreted in accordance with, the law of the State of New York.

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IN WITNESS WHEREOF, Retiring Agent and Successor Agent have caused this Assignment to be duly executed as of the date first above written.

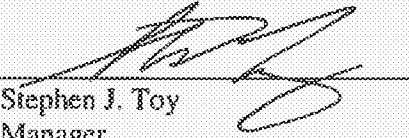
RETIRING AGENT:

WLR RECOVERY FUND IV, L.P.

By: WLR Recovery Associates IV, LLC, as
General Partner

By: WL Ross Group, L.P., its managing
member

By: El Vedado LLC, its general partner

By: 
Stephen J. Toy
Manager

SUCCESSOR AGENT:

**PROJECT IVORY ACQUISITION,
LLC**, a Delaware limited liability
company

By: 

Name: Eva M. Kalawski

Title: Vice President and Secretary

EXHIBIT A

Trademark Security Agreement dated as of December 24, 2008 and filed with the United States Patent and Trademark Office on December 30, 2008 at (a) Reel 3911, Frame 0280 (INTERNATIONAL TEXTILE GROUP, INC.), (b) Reel 3911, Frame 0342 (WLR CONE MILLS IP, INC.), (c) Reel 3911, Frame 0368 (BURLINGTON INDUSTRIES LLC) and (d) Reel 3911, Frame 0449 (SAFETY COMPONENTS FABRIC TECHNOLOGIES, INC.).

EXHIBIT B

Trademarks

See attached

Trademark Registrations

1. REGISTERED TRADEMARKS AND TRADEMARK APPLICATIONS

Material Trademarks and Trademark Applications

Grantor	Trademark Description	Registration/Application Number	Date of Registration/Application
International Textile Group, Inc.	ITG	76/604,980	Filed 8/2/2004
	ITG INTERNATIONAL TEXTILE GROUP	76/604,977	Filed 8/2/2004
WLR Cone Mills IP, Inc.	CONE	2,306,233	Registered 4/2000
	CONE	78/562,018	Filed 2/7/2005
	CONE & PINE CONE Design	879,564	Registered 10/28/1969
	CONE and Design	879,564	Registered 10/28/1969
	CONE DENIM	78/561,942	Filed 2/7/2005
	WHITE OAK	76/572,177	Filed 1/23/2004
	WHITE OAK DENIM	76/572,176	Filed 1/23/2004
	WHITE OAK PLANT	76/572,175	Filed 1/23/2004
Burlington Industries LLC	BH (Design)	2,545,029	Registered 3/5/2002
	BURLINGTON	504,523	Registered 11/30/1948
	BURLINGTON	2,374,803	Registered 8/8/2000
	BURLINGTON	2,482,324	Registered 8/28/2001
	BURLINGTON	2,147,243	Registered 3/31/1998
	BURLINGTON	504,046	Registered 11/16/1948
	BURLINGTON (Stylized in Arch)	138,483	Registered 12/28/1920
	BURLINGTON HOUSE	998,002	Registered 11/12/1974
	BURLINGTON HOUSE (Stylized)	507,505	Registered 3/8/1949
	BURLINGTON W/ WEAVE LOGO	2,389,944	Registered 9/26/2000
	BURLINGTON W/	855,164	Registered 8/20/1968

Grantor	Trademark Description	Registration/Application Number	Date of Registration/Application
	WEAVE LOGO on top		
	BURLINGTON W/ WEAVE LOGO on top	855,166	Registered 8/20/1968
	M.C.S.	2,393,660	Registered 10/10/2000
	M.C.S. MOISTURE CONTROL SYSTEM	2,218,338	Registered 1/19/1999
	RAEFORD	661,094	Registered 4/29/1958
Safety Components Fabric Technologies, Inc.	GLIDE II	2,317,280	Registered 2/8/2000
	DUNEAN CHAMBRAY	2,420,205	Registered 1/9/2001
	FUSION	2,433,957	Registered 3/6/2001
	ABSOLUTE-WICK	2,735,003	Registered 7/8/2003
	WEATHERMAX	2,933,751	Registered 3/15/2005
	TRADITION	3,015,999	Registered 11/15/2005
	COMMANDER	3,016,000	Registered 11/15/2005
	HYDROMAX	76/576,656	Filed 2/23/2004
	FUSION Z	2,927,550	Registered 2/22/2005
	ULTRAPERME	76/487,324	Filed 1/31/2003

2. IP LICENSES

Material IP Licenses

None.