

BERGE KAMEL NACIF  
Form SC 13G/A  
December 14, 2004

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
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SCHEDULE 13G/A

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13D-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13D-2(b)  
(AMENDMENT NO. 2)1

TARRANT APPAREL GROUP  
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(Name of Issuer)

COMMON STOCK, NO PAR VALUE  
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(Title of Class of Securities)

876289 109  
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(CUSIP Number)

December 2, 2004  
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(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

-----  
1 The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1. NAME OF REPORTING PERSONS  
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

KAMEL NACIF BORGE

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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
(b)

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3. SEC USE ONLY

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4. CITIZENSHIP OR PLACE OF ORGANIZATION

REPUBLIC OF MEXICO

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NUMBER OF	5.	SOLE VOTING POWER
SHARES		1,250,000 (1)

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BENEFICIALLY	6.	SHARED VOTING POWER
OWNED BY		0

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EACH	7.	SOLE DISPOSITIVE POWER
REPORTING		1,250,000 (1)

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PERSON	8.	SHARED DISPOSITIVE POWER
WITH		0

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9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,250,000 (1)

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10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

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11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
4.2% (2)

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12. TYPE OF REPORTING PERSON\*  
IN

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(1) Consists of shares which may be acquired upon exercise of stock options.

(2) Based on a total of 28,814,763 shares of the issuer's Common Stock issued and outstanding on November 12, 2004, as reported on the Issuer's Quarterly Report on Form 10-Q filed on November 15, 2004.

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CUSIP NO. 876289 109

13G/A

Page 3 of 6 Pages

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1. NAME OF REPORTING PERSONS  
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

JAMIL TEXTIL, S.A. DE C.V.

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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

---

3. SEC USE ONLY

---

4. CITIZENSHIP OR PLACE OF ORGANIZATION

REPUBLIC OF MEXICO

---

NUMBER OF	5.	SOLE VOTING POWER
SHARES		0

---

BENEFICIALLY	6.	SHARED VOTING POWER
OWNED BY		0

---

EACH	7.	SOLE DISPOSITIVE POWER
REPORTING		0

---

PERSON	8.	SHARED DISPOSITIVE POWER
WITH		0

---

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

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11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0%

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12. TYPE OF REPORTING PERSON\*

CO

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3

ITEM 1 (a) NAME OF ISSUER:  
Tarrant Apparel Group

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(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

3151 East Washington Boulevard  
Los Angeles, California 90023

ITEM 2

(a) NAME OF PERSONS FILING:

Kamel Nacif Borge ("Nacif")  
Jamil Textil, S.A. de C.V., a corporation organized under the  
laws of the Republic of Mexico ("Jamil")

Nacif disclaims beneficial ownership of the shares held by  
Jamil except to the extent of his pecuniary interest therein.

(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE,  
RESIDENCE:

The principal business address of the Reporting Persons is  
located at:

Edgar Allen Poe #231  
Col. Polanco, C.P. 11550  
Mexico, D.F.

(c) CITIZENSHIP:

See Row 4 of the cover page for each Reporting Person.

(d) TITLE OF CLASS OF SECURITIES:

Common Stock, no par value

(e) CUSIP NUMBER:

876289 109

ITEM 3

IF THIS STATEMENT IS FILED PURSUANT TO RULES 13d-1(b) OR 13d-2  
(b), CHECK WHETHER THE PERSON FILING IS A:

Not Applicable.

ITEM 4

OWNERSHIP:

See Rows 5 through 9 and 11 of the cover page for each  
Reporting Person.

4

ITEM 5

OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

Not Applicable.

ITEM 6

OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER  
PERSON:

Not Applicable.

ITEM 7

IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH  
ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING

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COMPANY:

Not Applicable.

ITEM 8 IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

Not Applicable.

ITEM 9 NOTICE OF DISSOLUTION OF GROUP:

Not Applicable.

ITEM 10 CERTIFICATION:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

5

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

December 14, 2004

/S/ KAMEL NACIF BORGE

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Kamel Nacif Borge

December 14, 2004

JAMIL TEXTIL, S.A. de C.V.

By: /S/ KAMEL NACIF BORGE

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Name: Kamel Nacif Borge  
Title: President

6