06-03-1998

100726301

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

JUN 1

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:

GAKM Resources Corporation
48 West 38th Street
New York, New York 10018

☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation Delaware
☐ Other

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

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

Name: NationsBank, N.A., As Agent
Street Address: 100 North Tryon Street
Internal Address: NationsBank Corporate Center, 8th Floor
City: Charlotte State: North Carolina Zip: 28255

☐ 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

Execution Date: May 18, 1998

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

A. Trademark Application No.(s): See Attached

B. Trademark Registration No.(s): See Attached

Additional numbers attached? ☒ Yes ☐ No

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: 29

7. Total fee (37 CFR 3.4): $ 740.00
☒ 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. — Name of Person Signing
Signature — Date 5/27/98

Total number of pages including cover sheet, attachments and document: 7

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.

Misty Randall
(Typed or printed name of person signing the certificate)

Misty Randall
(Signature of the person signing the certificate)

5/27/98
(Date of Signature)

06/03/1998 TTON11 00000010 2139828

01 FC:481 40.00 OP
02 FC:482 700.00 OP

MRD 6-1-98

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ATTACHMENT A

RECORDATION FORM COVER SHEET - TRADEMARKS

4. Application Number or Registration Number(s):

A. Trademark Application No.(s):

MARK	APPL. SERIAL NO.	FILING DATE
SILVERGARD	75/446,984	3/9/98
SILVERTECH	75/446/985	3/9/98
CHANGE YOUR SOCKS TWICE A YEAR	75/316,705	630/97
GOLD CLUB	75/242,778	12/27/96
STANDARD OF QUALITY	75/197,421	11/13/96
ALL WALKS OF LIFE	75/050,736	1/29/96
Design Only	74/666,328	4/27/95

B. Trademark Registration No.(s):

MARK	REGISTRATION NO.	REGISTRATION DATE
PERFECT FIT	2,139,828	2/24/98
FOR ALL WALKS OF LIFE	2,114,401	11/18/97
Design Only	2,056,422	4/22/97
LEGEND BY GOLD TOE	1,994,946	8/20/96
GOLD TOE CLASSIC	1,924,671	10/3/95
PRO TUFF SOLE	1,879,884	2/21/95
ALL PRO	1,802,161	11/2/93
NATURALS BY LADY SILVER TOE	1,796,424	10/5/93
GOLD TOE	1,780,355	7/6/93
GOLD TOE (stylized)	1,837,930	5/31/94
THE NATURALS BY SILVER TOE	1,830,403	4/12/94
Design Only	1,723,914	10/13/92
THE GREAT AMERICAN SOCK	1,722,988	10/6/92
COLOR MATCH	1,592,084	4/17/90
Design Only	819,545	11/29/66
GOLD TOE	770,389	5/26/64
Design Only	770,388	5/26/64
SILVER TOE	740,958	11/20/62
ADAM'S RIB	761,381	12/10/63
FLUFFIES	711,571	2/21/62
Design Only	308,608	12/12/33
GOLD CROSS and Design	142,549	5/17/21

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 May 18, 1998 (the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and NationsBank, N.A., as Agent (the "Agent") for the Lenders referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Agent for the ratable benefit of the Lenders:

TRADEMARKS

Trademark No.	Description of Trademark Item	Date of Trademark
	See Schedule A attached hereto	

TRADEMARK APPLICATIONS

Trademark Applications No.	Description of Trademark Applied For	Date of Trademark Applications
	See Schedule A attached hereto	

The Obligors and the Agent, on behalf of the Lenders, 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,

GAKM RESOURCES CORPORATION

By: Bryan Marsal
Name: Bryan Marsal
Title: President

Acknowledged and Accepted:

NATIONSBANK, N.A., as Agent

By: Mark E. Stephanz
Name: Mark E. Stephanz
Title: Attorney-in-Fact

SCHEDULE A

U.S. TRADEMARKS
OF
GAKM RESOURCES CORPORATION

Pending Applications

MARK	APPL. SERIAL NO.	FILING DATE
SILVERGARD	75/446,984	3/9/98
SILVERTECH	75/446/985	3/9/98
CHANGE YOUR SOCKS TWICE A YEAR	75/316,705	630/97
GOLD CLUB	75/242,778	12/27/96
STANDARD OF QUALITY	75/197,421	11/13/96
ALL WALKS OF LIFE	75/050,736	1/29/96
Design Only	74/666,328	4/27/95

Registered Marks

MARK	REGISTRATION NO.	REGISTRATION DATE
PERFECT FIT	2,139,828	2/24/98
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