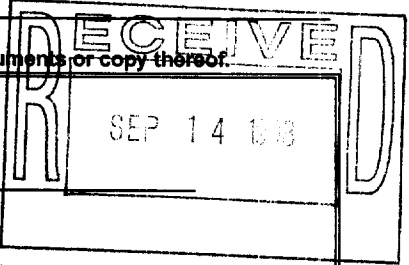


10-09-1998



100847750



To the Honorable Commissioner of Patents and Trademarks, original documents or copy thereof.

9-14-98

1. Name of conveying party(ies):
TKS Acquisition, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State of Delaware
 Other _____

Additional names of conveying party(ies) attached?
 yes no

3. Nature of Conveyance

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: July 15, 1998

2. Name and address of receiving party(ies):

Name: PNC Bank

Internal Address: _____

Street Address:
Two Tower Center
City East Brunswick
State NJ Zip: 08816

Individual(s) citizenship _____
 Association National Association
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other _____

Additional name(s) & address(es) attached? yes no

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

A. Trademark Application No(s).	B. Trademark Registration No(s).	
	: 1,171,706	1,761,450 2,118,619
	: 1,222,132 ✓	1,901,374 ✓
	: 1,232,824	1,990,364
	: 1,362,093 ✓	1,991,872 ✓
	: 1,369,169	2,012,180
	: 1,504,008 ✓	2,022,162 ✓
	: 1,696,984	2,060,774
	: 1,725,852 ✓	2,065,302 ✓

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

James A. Dimitrijevs
 Calfee, Halter & Griswold LLP
 800 Superior Avenue - Suite 1400
 Cleveland, Ohio 44114-2688

Certificate of Mailing

I hereby certify that this correspondence is being deposited on September 11, 1998 with the United States Postal Service with sufficient postage as first class mail in an envelope addressed to: Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, Va., 22202-3513.

James A. Dimitrijevs
 (Signature)

6. Total number of applications and registrations involved: 14

7. Total fee (37 CFR 3.41): \$440.00

Enclosed
 Authorized to be charged to deposit account
 Total Fee Due
 Any deficiencies in the enclosed fees.

8. Deposit account number: 03-0172
 The Commissioner is hereby authorized to charge our deposit account for any deficiencies in the enclosed fees.

(Attach duplicate copy of this page if paying by deposit account)

10/08/1998 DNGUYEN 00000294 1171706

01 FC:400 40.00 OP DO NOT USE THIS SPACE
 02 FC:400 400.00 OP

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.

James A. Dimitrijevs
 Name of Person Signing *James A. Dimitrijevs*
 Signature

SEPTEMBER 11, 1998
 Date

Total number of pages comprising transmittal: 3

SECURITY INTEREST IN TRADEMARKS

WHEREAS, TKS Acquisition, Inc., a corporation formed under the laws of Delaware, located at 8677 LogoAthletic Court, Indianapolis, Indiana 46219 ("Borrower"), has adopted, used and is using the marks shown in the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Borrower is obligated to PNC Bank, National Association ("PNC") and various financial institutions (together with PNC, collectively, "Lenders") named in or which hereafter become a party to the Loan Agreement (as hereinafter defined) and PNC as agent for Lenders (PNC in such capacity, "Agent") located at Two Tower Center, East Brunswick, NJ 08816, pursuant to (i) a certain Revolving Credit, Term Loan and Security Agreement, dated as of the date hereof (the "Loan Agreement"), among Agent, Lenders and Borrower, and (ii) a certain Trademark Collateral Security Agreement, dated as of the date hereof, made by Borrower in favor of Agent for the ratable benefit of Lenders (as each may be amended, restated or supplemented from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, Borrower is granting to Agent for the ratable benefit of Lenders a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Borrower does hereby grant to Agent for the ratable benefit of Lenders, 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.

Borrower expressly acknowledges and affirms that the rights and remedies of Agent and Lenders with respect to the security interest granted hereby are more fully set forth in the Agreements.

Dated: July 15, 1998

Witness:

Karl S. Beers

TKS ACQUISITION, INC.

By: Janie Lewis

Name: Janie Lewis

Title: Secretary and Treasurer

PNC BANK, NATIONAL ASSOCIATION,
AS AGENT

Witness:

M. S. A.

By: Douglas Winget

Name: Douglas Winget

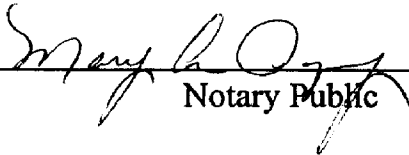
Title: Vice President

STATE OF OHIO)

SS:

COUNTY OF CUYAHOGA

On this 15th day of July, 1998, before me personally came Janie Lewis, to me known, who, being by me duly sworn, did depose and say that she is the Secretary and Treasurer of TKS Acquisition, Inc., the corporation described in and which executed the foregoing instrument; and that she signed his name thereto by order of the board of directors of said corporation.



Notary Public

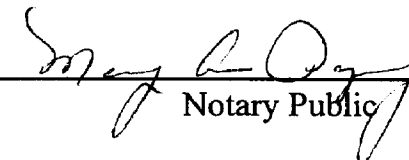
MARY ANN PAPAY
A NOTARY PUBLIC OF OHIO
MY COMMISSION EXPIRES APRIL 28, 2002

STATE OF OHIO)

SS:

COUNTY OF CUYAHOGA

On this 15th day of July, 1998, before me personally came Douglas Winget, to me known, who, being by me duly sworn, did depose and say that he is the Vice President of PNC Bank, National Association, the corporation described in which and which executed the foregoing instrument; and that he was authorized to sign his name thereto on behalf of said corporation.



Notary Public

MARY ANN PAPAY
A NOTARY PUBLIC OF OHIO
MY COMMISSION EXPIRES APRIL 28, 2002

SCHEDULE A

MARK	REGISTRATION NO.
LOOK FOR THE WORLD	1696984
World with Hat Design	1369169
WE COVER THE WORLD	1362093
7 and Design	1171706
GET REAL	2118619
GET REAL	2012180
L and Design	1990364
L LOGO ATHLETIC and Design	2060774
L LOGO ATHLETIC and Design	1991872
L (stylized)	2022162
LOGO 7	1222132
LOGO 7 and Design	1504008
LOGO ATHLETIC	1761450
LOGO ATHLETIC and Design	1725852
LOGO SEVEN	1232824
Shark Tooth Design	1901374
Shark Tooth Design	2065302