FORM PTO-1618A
Expires 06/30/99
OMB0651-0027

10-21-1999

101178942

TRADEMARKS ONLY

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- [x] New
- [ ] Resubmission (Non-Recordation) Document ID#
- [ ] Correction of PTO Error Reel # Frame #
- [ ] Corrective Document Reel # Frame #

Conveyance Type

- [ ] Assignment
- [ ] License
- [ ] Security
- [ ] Nunc Pro Tunc Assignment
- Effective Date Month Day Year: 9/24/99
- [ ] Merger
- [ ] Change of Name
- [x] Other: Notice of Grant of Security Interest in Trademarks

Conveying Party [ ] **Mark if additional names of conveying parties attached**

Name: Athletic Attic Marketing, Inc.

Execution Date Month Day Year: 9/24/99

Formerly:

- [ ] Individual
- [ ] General Partnership
- [ ] Limited Partnership
- [x] Corporation
- [ ] Association
- [ ] Other
- [x] Citizenship/State of Incorporation/Organization: Florida

Receiving Party [ ] **Mark if additional names of receiving parties attached**

Name: Bank of America, N.A., as Agent

DBA/AKA/TA:

Composed of:

Address (line 1): 101 N. Tryon Street

Address (line 2): 15th Floor, NC1-001-15-04

Address (line 3): Charlotte (City) NC (State/Country) 28255 (Zip Code)

- [ ] Individual
- [ ] General Partnership
- [ ] Limited Partnership
- [ ] Corporation
- [ ] Association
- [x] Other: A National Banking Association
- [ ] Citizenship/State of Incorporation/Organization:

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

10/21/1999 DNGUYEN 00000261 75590988

01 FC:481 40.00 OP
02 FC:482 250.00 OP

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

DUR1\243419_1

Domestic Representative Name and Address

Enter for the first Receiving Party Only.

Name: N/A

Address (line 1):

Address (line 2):

Address (line 3):

Address (line 4):

Correspondent Name and Address

Area Code and Telephone Number: (919) 286-8000

Name: Mark H. Webbink, Esq.

Address (line 1): Moore & Van Allen, PLLC

Address (line 2): 2200 West Main Street

Address (line 3): Suite 800

Address (line 4): Durham, NC 27705

Pages Enter the total number of pages of the attached conveyance document including any attachments. # 8

Trademark Application Number(s) or Registration Number(s) ☐ Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
75/590,988	75/590,977		1,535,919	1,103,580	
75/590, 987	75/539,347		1,521,334	1,104,331	
75/590,986			1,216,792	1,100,250	

Number of Properties Enter the total number of properties involved. # 11

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): $ 290.00

Method of Payment: Enclosed ☒ Deposit ☒

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: # 13-4365

Authorization to charge additional fees: Yes ☒ No ☐

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. Charges to deposit account are authorized as indicated herein.

Mark H. Webbink — Name of Person Signing

Signature

10/14/99 — Date Signed

NOTICE

OF

GRANT OF SECURITY INTEREST

IN

TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Loan and Security Agreement dated as of September 24, 1999 (the "Loan Agreement") by and among the Borrowers referenced therein (each a "Borrower"), the Lenders referenced therein (the "Lenders") and Bank of America, N.A., as Agent (the "Agent") for the Lenders, the undersigned Borrower 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 ATTACHED SCHEDULE A

TRADEMARK APPLICATIONS

Trademark Applications No.	Description of Trademark Applied For	Date of Trademark Applications

SEE ATTACHED SCHEDULE A

CHAR1\SXP\BANK\496203_1

The undersigned Borrower 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 Loan Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

ATHLETIC ATTIC MARKETING, INC.,
a Florida corporation

By:_____
Name: Eric L. Tyra
Title: Vice President of Finance
and Chief Financial Officer

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Agent

By:_____
Name:
Title:

TRADEMARK
REEL: 001976 FRAME: 0729

The undersigned Borrower 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 Loan Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

ATHLETIC ATTIC MARKETING, INC.,
a Florida corporation

By:_____
Name: Eric L. Tyra
Title: Vice President of Finance
and Chief Financial Officer

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Agent

By:_____
Name:
Title:

TRADEMARK
REEL: 001976 FRAME: 0730

Athletic Attic Marketing, Inc.
(Florida Corporation)

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
SECOND WAVE and Design	1,535,919	4/18/89
TEAM PRIDE	1,521,334	1/17/89
ATHLETIC LADY and Design	1,216,792	11/16/82
ATHLETIC ATTIC and Design	1,103,580	10/3/78
ATHLETIC ATTIC (Stylized)	1,104,331	10/17/78
ATHLETIC ATTIC and Design	1,100,250	8/22/78

Pending Applications

Mark	Application No.	Filing Date
ATHLETIC LADY (Stylized)	75-590,988	11/18/98
ATHLETIC ATTIC (Stylized)	75-590,987	11/18/98
ATHLETIC LADY	75-590,986	11/18/98
ATHLETIC ATTIC	75-590,977	11/18/98
ATHLETIC ATTIC (Stylized)	75-539,347	8/20/98