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02-22-2002

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
GENERAL ELECTRIC CAPITAL CORPORATION

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

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

3. Nature of conveyance:
- Assignment
 - Security Agreement
 - Other
 - Merger
 - Change of Name

Execution Date: January 8, 2002

2. Name and address of receiving party(ies)
Name: Track 'N Trail

Internal Address: _____
Address: _____

Street Address: 4961-A Windplay Drive
City: El Dorado State: CA Zip: 95762

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State CA, CO, DE & MA
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)
75/479684

B. Trademark Registration No.(s)
2367983

Additional number(s) attached Yes No

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

Name: JEFFREY W. DULBERG

Internal Address: PACHULSKI, STANG, ZIEHL
YOUNG & JONES, P.C.

Street Address: 10100 Santa Monica Blvd.
Suite 1100,

City: Los Angeles State: CA Zip: 90067

6. Total number of applications and registrations involved: 20

7. Total fee (37 CFR 3.41).....\$515.00

- Enclosed
- Authorized to be charged to deposit account:

8. Deposit account number: _____

(Attach duplicate copy of this page 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.

LAURIE GILBERT
Name of Person Signing

Laurie Gilbert
Signature

2/19/02
Date

Total number of pages including cover sheet, attachments, and document: 6

02/25/2002 6TON11 00000048 75479684

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

01 FC:481 40.00 OP
02 FC:482 475.00 OP

TRADEMARK
REEL: 002447 FRAME: 0743

The Addresses for the additional corporations are the same as that listed in Item 2 of the Trademarks Only Registration Form Coversheet.

Exhibit "A" to the attached Assignment and Release of Patent, Trademark and Copyright Security Agreement is a continuation of Item 4 of the Trademarks Only Registration Form Cover Sheet.

EXHIBIT A**Trademarks****A. Track 'N Trail, a California corporation****1. Federal Trademarks**

Description	Application No.	Registration No.	Application or Registration Date
#1 Rush Street		2367983	07/18/00
Coloma Trail		1870624	12/27/94
Eagles Nest		2311159	01/25/00
Forza		1937077	11/21/95
Mole		2162759	06/02/98
New Terrain		1893196	05/09/95
Nordic Trail		1818502	01/25/94
Quo Vadis		2229463	03/02/99
Track 'n Trail Adventure Footwear Company		2316110	02/08/00
Track 'n Trail Adventure Footwear Company		1674658	02/04/92
Track 'n Trail		1671842	01/14/92
Track 'n Trail		1158597	06/23/91
Track 'n Trail X	75/479684		05/05/98
Trail Quest		1888570	04/11/95

2. State Trademarks

Description	Jurisdiction	Application No.	Registration No.	Application or Registration Date
Track 'n Trail Adventure Footwear Company	Illinois		64064	03/07/89
Track 'n Trail Adventure Footwear Company	Indiana		5009-9324	03/22/89
Track 'n Trail Adventure Footwear Company	Maryland		1999/0063	04/19/89
Track 'n Trail Adventure Footwear Company	Nevada		22439	03/07/89
Track 'n Trail Adventure Footwear Company	Virginia		890407	04/07/89
Track 'n Trail Adventure Footwear Company	Wisconsin		890405	04/05/89

**ASSIGNMENT AND RELEASE OF
PATENT, TRADEMARK AND COPYRIGHT SECURITY AGREEMENT**

(TRADEMARKS)

RECITALS


A. TRACK 'N TRAIL, a California corporation, OVERLAND MANAGEMENT CORPORATION, a Massachusetts corporation, TRACK 'N TRAIL, a Delaware corporation, and NEVIN'S EAGLES NEST, INC., a Colorado corporation (collectively, "Grantors"), and GENERAL ELECTRIC CAPITAL CORPORATION, a Delaware corporation, as agent on behalf of the lenders party to that certain Credit Agreement dated as of March 30, 2000 (in such capacity, "Agent"), entered into that certain Patent, Trademark and Copyright Security Agreement dated as of March 30, 2000, and recorded with the U.S. Patent and Trademark Office on April 11, 2000, at Reel 002272, Frames 0647-0658, with respect to Trademarks, pursuant to which Grantors granted to Agent a security interest in and lien on all of Grantors' respective interests in and to the Intellectual Property Collateral (as defined therein).

B. Agent desires to release its security interest in and lien on the Intellectual Property Collateral.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Agent hereby releases its security interest in and lien on the Intellectual Property Collateral including, without limitation, the Trademarks set forth on the attached Exhibit A, and reassigns to Grantors, without representation or warranty, express or implied, and without recourse, all right, title and interest of Agent in and to Grantors' respective interests in such Intellectual Property Collateral.

Dated: January 8, 2002

GENERAL ELECTRIC CAPITAL CORPORATION,
as Agent

By: 
Name: MARK MASCIA
Duly Authorized Signatory

B. Overland Management Corporation, a Massachusetts corporation

1. Federal Trademarks

Description	Application No.	Registration No.	Application or Registration Date
Overland		2101098	09/30/97
Overland	75/118712		06/03/96
Overland		1236791	05/03/83
Overland Trading Co.		1250060	08/30/83
Overland Trading Company		2101097	09/30/97
Overland Trading Company	75/118711		06/03/96

2. Foreign Trademarks

Description	Jurisdiction	Registration No.	Application or Registration Date
Overland Trading Co.	Canada	294069	08/17/84

C. Track 'N Trail, a Delaware corporation

NONE

D. Nevin's Eagles Nest, Inc., a Colorado corporation

NONE

TRADEMARK

RECORDED: 02/22/2002

REEL: 002447 FRAME: 0748