

FORM PTO-1594 (Modified)
1-31-92

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY Attorney Docket No.: 057818-0009

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

<p>1. Name of conveying party(ies):</p> <p>Branch Banking & Trust Company (a North Carolina corporation)</p>	<p>2. Name and address of receiving party(ies):</p> <p>Overton's Inc. N.W. Hunting, Inc. (a North Carolina corporation) (a North Carolina corporation)</p> <p>Decoy, Inc. H & D Acquisition Company (a North Carolina corporation) (a North Carolina corporation)</p> <p>Address: 111 Red Banks Road Greenville, NC 27834</p> <p><input type="checkbox"/> Individual(s) citizenship: <input type="checkbox"/> Association: <input type="checkbox"/> General Partnership: <input type="checkbox"/> Limited Partnership: <input checked="" type="checkbox"/> Corporation-State: North Carolina <input type="checkbox"/> Other:</p> <p>If assignee is not domiciled in the U.S.A., a domestic representative designation is attached: <input type="checkbox"/> Yes; <input checked="" type="checkbox"/> No (Designations must be a separate document from Assignment)</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other: Termination of Interest in Trademarks</p> <p>Execution Date: August 28, 2003</p>	

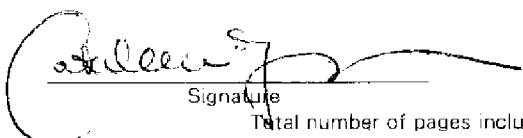
<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s):</p>	<p>B. Trademark Registration Nos.:</p> <table border="0"> <tr><td>1,788,141</td><td>2,143,879</td></tr> <tr><td>1,955,479</td><td>2,140,590</td></tr> <tr><td>2,155,991</td><td>1,729,510</td></tr> <tr><td>1,473,630</td><td>1,152,788</td></tr> <tr><td>2,532,001</td><td>1,767,542</td></tr> </table>	1,788,141	2,143,879	1,955,479	2,140,590	2,155,991	1,729,510	1,473,630	1,152,788	2,532,001	1,767,542
1,788,141	2,143,879										
1,955,479	2,140,590										
2,155,991	1,729,510										
1,473,630	1,152,788										
2,532,001	1,767,542										

<p>5. Name and address of party to whom correspondence document should be mailed:</p> <p>Cathleen F. Baraloto Paralegal ATTN.: TMSU Morgan, Lewis & Bockius LLP 1111 Pennsylvania Avenue, NW Washington, D.C. 20004</p> <p>Telephone: 202-739-5399 Facsimile: 202-739-3001 E-mail: cbaraloto@morganlewis.com</p>	<p>6. Total number of applications and registrations involved: 10</p> <p>7. Total fee (37 CFR 3.41) Cal. <u>1</u> x \$40.00 = \$ <u>40.00</u> <u>9</u> x \$25.00 = \$ <u>225.00</u> Total \$ 265.00</p> <p><input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: 13-4520</p>
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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.

Cathleen F. Baraloto
Name of Person Signing



Signature

November 12, 2003
Date

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

CH \$265.00 134520 1788141

TERMINATION OF INTEREST IN TRADEMARKS

This TERMINATION OF INTEREST IN TRADEMARKS is executed as of August ^{28th} 2003, by Branch Banking & Trust Company, a North Carolina corporation (the "Secured Party"), with reference to that certain Loan Agreement dated as of June 24, 1999, as amended February 7, 2001, and that certain Amended and Restated Loan Agreement dated as of March 30, 2001 (collectively, the "Credit Agreements"), between Overton's, Inc. (the "Borrower"); N.W. Hunting, Inc., a now dissolved North Carolina corporation ("N.W. Hunting"); Decoy, Inc., a now dissolved North Carolina corporation ("Decoy"); and H & D Acquisition Company, a now dissolved North Carolina corporation ("H&D").

Pursuant to the Credit Agreements, each of Borrower, N.W. Hunting, Decoy, and H&D (collectively, the "Owners") executed and delivered to the Secured Party: (1) a Security Agreement dated as of June 24, 1999, which was recorded with the United States Patent and Trademark Office on July 26, 1999, at Reel/Frame 1934/0695; and (2) a Security Agreement dated as of March 30, 2001, which was recorded with the United States Patent and Trademark Office on April 6, 2001, at Reel/Frame 2274/0894 (collectively, the "Security Agreements").

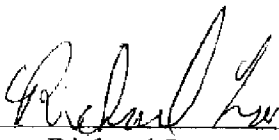
For good and valuable consideration, receipt of which is hereby acknowledged, the Secured Party hereby:

- (a) terminates the Security Agreements;
- (b) releases the liens and security interests granted to it in and on the trademark registrations referred to in the Security Agreements, including, without limitation, the registrations listed on Schedule 1 hereto (the "Property") and acknowledges, agrees and confirms that it has no right, title or interest in or to (or security interest in) the Property; and
- (c) to the extent the Secured Party shall be deemed to have any right, title or interest in the Property, retransfers and reassigns to Borrower all of such right, title and interest.

This Termination of Interest in Trademarks shall be governed by the laws of the State of North Carolina and shall relate solely to the Security Agreements and shall in no way be construed as relating to any other trademark interest in the Property which the Secured Party may have.

IN WITNESS WHEREOF, the undersigned has caused this Termination of Interest in Trademarks to be executed by its duly authorized officer as of the date first written above.

Branch Banking & Trust Company

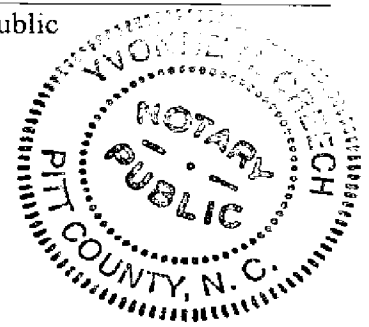
By: 
Name: Richard Lamm
Title: Senior Vice-President

STATE OF NC)
) ss.:
COUNTY OF Pitt)

On this 28th day of Aug. 2003, before me personally came Richard Lamm, to me known, who being duly sworn, did depose and say, that he is a Senior Vice President of Branch Banking & Trust Company, the corporation described in and which executed the foregoing instrument; and that he is authorized to sign his name thereto by the Board of Directors of said corporation.

His Commission Expires: 11-4-05

Yvonne H. Creech
Notary Public



SCHEDULE I

Property

Country	Trademark	Registration (Serial) Number	Registration (Filing) Date	Status	Next Action Due	Class	Goods	Owner
US	CEO	1,788,141	8/17/93	Cancelled 12/15/00		16	Ink pens	Overton's Inc.
US	DIVEMASTER	2,143,879	3/17/98	Registered	Affidavit of Use due between 3/17/03 & 3/17/04	18	All-purpose sport bags, tote bags and backpacks	Overton's Incorporated
						25	Sport boots, wetsuits, and sport sneakers	
						28	Snorkels, swimming masks and swim fins	
US	GLADIATOR	1,955,479	2/13/96	Registered	Renewal due 2/13/06	25	Wetsuits	Overton's Inc.
US	JET G	2,140,590	3/3/98	Registered	Affidavit of Use due between 3/3/03 & 3/3/04	9	Safety ski vests	Overton's Incorporated
						25	Wet suits, dry suits, gloves and wet shoes	
US	JET GLADIATOR	2,155,991	5/12/98	Registered	Affidavit of Use due between 5/12/03 & 5/12/04	9	Safety ski vest;	Overton's Incorporated
						18	Saddlebags and tote bags;	
						20	Non-metal buoys and anchors;	
						22	Water craft covers;	
						25	Wetsuits, wet boots, caps and dry suits;	
						28	Water skis, water ski gloves and boat towed ride-on floats	

Country	Trademark	Registration (Serial) Number	Registration (Filing) Date	Status	Next Action Due	Glass	Goods	Owner
US	NEO-SKINS	1,729,510	11/3/92	Renewed	Next renewal due 11/3/12	25	Gloves	Overton's Inc.
US	OVERTON'S	1,473,630	1/19/88	Registered	Renewal due 1/19/08	42	Retail store and mail order services for water skis, wet suits, jet skis, ropes, boats, t-shirts, sun visors, kneeboards, swimwear, water toys, jewelry, shoes, inflatables, sailboards, clothing, gloves, sporting goods, and boating and marine supplies	Overton's Inc.
US	OVERTON'S & Design	1,152,788	4/28/81	Cancelled 5/4/02		42	Retail store and mail order services for water skis, wet suits, jet skis, ropes, boats, t-shirts and sun visors	Overton's Inc.
US	VERTIGO	2,532,001	1/22/02	Registered	Affidavit of Use due between 1/22/07 & 1/22/08	28	Sporting goods, namely, boat towed ride-on floats for recreational use	Overton's Inc.
US	VERTIGO	1,767,542	4/27/93	Cancelled 8/9/00		28	Sporting goods; namely, boat towed ride-on floats for recreational use	Overton's Inc.

