

08-25-2003



Form PTO-1594 (Rev. 05/01)

RECORDED 102535058

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

OMB No. 0651-0027 (exp. 5/31/2002)

TRADEMARKS ONLY

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

1. Name of conveying party(ies): Phoenix Footwear Group, Inc. 8-21-03
Individual(s) Association
General Partnership Limited Partnership
[X] Corporation-Delaware
Other
Additional name(s) of conveying party(ies) attached? [] Yes [X] No

2. Name and address of receiving party(ies): Manufacturers and Traders Trust Company
Internal Address:
Street Address: One M&T Plaza
City: Buffalo State: NY Zip: 14240
Individual(s) citizenship
Association
General Partnership
Limited Partnership
Corporation-State
[X] Other New York banking corporation
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

3. Nature of conveyance:
Assignment Merger
[X] Security Agreement Change of Name
Other
Execution Date: August 7, 2003

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s): 747,340; 2,089,400; 2,357,854; 2,453,986; 2,671,664; 2,722,442
Additional number(s) attached [] Yes [X] No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Kristen M. Walsh, Esq.
Internal Address: Nixon Peabody LLP
Street Address: Clinton Square, P.O. Box 31051
City: Rochester State: NY Zip: 14603

6. Total number of applications and registrations involved: 6
7. Total fee (37 CFR 3.41)..... \$ 165
[X] Enclosed
[] Authorized to be charged to deposit account
8. Deposit account number: 50-1804
(Attach duplicate copy of this page if paying by deposit account)

9. Statement and signature.
To the best of my knowledge and belief, the foregoing is true and correct and the original document is attached.
Kristen M. Walsh Name of Person Signing
Kathy M. Walsh Signature
8-18-03 Date

Total number of pages including cover sheet, attachments, and document: 4

08/22/2003 DBYRNE 00000110 747340
40.00 DP
125.00 DP

DO NOT USE THIS SPACE

**NOTICE OF GRANT OF SECURITY INTEREST
IN TRADEMARKS**

Phoenix Footwear Group, Inc., a Delaware corporation (the "Borrower"), entered into a General Security Agreement, dated as of August 7, 2003, for the benefit of Manufacturers and Traders Trust Company, a New York banking corporation (the "Secured Party"). By that Agreement, the Borrower granted to the Secured Party a continuing security interest in and to among other things, the trademarks, trademark registrations, and pending trademark applications identified in Schedule A hereto.

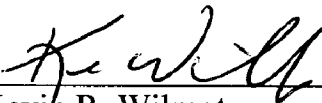
Dated: August __, 2003

PHOENIX FOOTWEAR GROUP, INC.

By: _____
Name:
Title:

Dated: August 7, 2003

MANUFACTURERS AND TRADERS
TRUST COMPANY

By: 
Name: Kevin R. Wilmot
Title: Assistant Vice President

**NOTICE OF GRANT OF SECURITY INTEREST
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Dated: August 7, 2003

PHOENIX FOOTWEAR GROUP, INC.

By: _____

Name: KENNETH WOLF

Title: CFO

Dated: August , 2003

MANUFACTURERS AND TRADERS
TRUST COMPANY

By: _____

Name: Kevin R. Wilmot

Title: Assistant Vice President

SCHEDULE A

I. U.S. Registrations

Mark	Registration No.	Registration Date
AMERICOMFORT	2,453,986	5/22/01
LITTLE TROTTERS (Stylized)	747,340	3/26/63
SOFT-WALK	2,357,854	6/13/00
T & Design	2,722,442	6/3/03
TROTTERS (Stylized)	2,671,664	1/7/03
TROTTERS	2,089,400	8/19/97

II. Canadian Registrations

Mark	Registration No.	Registration Date
OLDMAINE TROTTERS THE NEW BREED & Horse Design	TMA377486	12/21/90
TROTTERS	TMA489463	2/6/98
TROTTERS & Design	TMA470465	2/4/97