

FORM PTO-1594
1-31-92

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Tab settings =>=>=>

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

1. Name of conveying party(ies):

Georgia Boot LLC
39 East Canal Street
Nelsonville, Ohio 45764

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☐ Corporation-State:
☒ Other Limited Liability Company

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

3. Nature of conveyances:

- ☐ Assignment ☐ Merger
☒ Security Agreement ☐ Change of Name
☐ Other _____

Execution Date: January 6, 2005

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

Name: GMAC Commercial Finance LLC

Internal Address: _____

Street Address: 1290 Avenue of the Americas, 3rd FloorCity: New York State: NY ZIP: 10104

- ☐ Individual(s) citizenship _____
☐ Association _____
☐ General Partnership _____
☐ Limited Partnership _____
☐ Corporation-State _____
☒ Other Limited Liability Company

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.(s)

SEE ATTACHED SCHEDULE A

B. Trademark registration No.(s)

SEE ATTACHED SCHEDULE A

Additional numbers attached? ☒ Yes ☐ No

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

Name: Federal Research Corporation

Internal Address: _____

Street Address Attn: Penelope J.A. Agodoa
 Federal Research Company, LLC
 1030 15th Street, NW, Suite 920
 Washington, DC 20005
City: Washin 202.783.2700

6. Total number of applications and registrations involved: _____

23

7. Total fee (37 CFR 3.41): _____ \$ 990.00☐ Enclosed☒ Authorized to be charged to deposit account

8. Deposit account number:

50-3155

(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

Sonali Shah

Name of Person Signing

Signature

January 11, 2005

Date

Total number of pages including coversheet, attachments and document: _____

6

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

TRADEMARK

REEL: 003022 FRAME: 0270

700150746

CH \$690.00 603155 76579105

SCHEDULE A

Schedule A to a Trademark Assignment of Security dated January 6, 2005, by and between Georgia Boot LLC and GMAC Commercial Finance LLC, as Agent.

GEORGIA BOOT LLC
FEDERAL TRADEMARK APPLICATIONS AND REGISTRATIONS

<u>Mark</u>	<u>Serial. No./Reg. No.</u>	<u>Filing Date/Reg. Date</u>
ARCTIC TOE	Ser. No. 76/212102 Reg. No. 2664307	Filed 2/20/01 Reg 12/17/02
BARNSTORMERS and Design	Ser. No. 75/605525 Reg. No. 2421991	Filed 12/7/98 Reg 1/16/01
CLIMATRAC	Ser. No. 76/579105	Filed 3/4/04
COMFORT CORE	Ser. No. 74/175689 Reg. No. 1689129	Filed 6/13/91 Reg 5/26/92
CONSTRUX	Ser. No. 76/606797	Filed 8/10/04
D.TECH (stylized)	Ser. No. 75/544917 Reg. No. 2288942	Filed 8/31/98 Reg 10/26/99
DURANGO	Ser. No. 72/198549 Reg. No. 790751	Filed 7/27/64 Reg 6/8/65
DURANGO and Design	Ser. No. 75/084007 Reg. No. 2304436	Filed 4/4/96 Reg 12/28/99
DURANGO	Ser. No. 75/712688 Reg. No. 2562205	Filed 5/24/99 Reg 4/16/02
DURANGO and Design	Ser. No. 75/912800 Reg. No. 2660084	Filed 2/8/00 Reg 12/10/02
FARM & RANCH	Ser. No. 74/294738 Reg. No. 1758465	Filed 7/16/92 Reg 3/16/93

<u>Mark</u>	<u>Serial. No./Reg. No.</u>	<u>Filing Date/Reg. Date</u>
GEORGIA BOOT	Ser. No. 73/420215 Reg. No. 1333323	Filed 4/5/83 Reg 4/30/85
GEORGIA GIANT and Design	Ser. No. 72/170638 Reg. No. 770876	Filed 6/10/63 Reg 6/2/64
GEORGIA GIANT	Ser. No. 76/581605	Filed 3/17/04
MUD DOG and Design	Ser. No. 75/605540 Reg. No. 2421992	Filed 12/7/98 Reg 1/16/01
MUD LITE	Ser. No. 76/600471	Filed 6/30/04
MUD MASTER	Ser. No. 76/600470	Filed 6/30/04
NORTHLAKE	Ser. No. 73/215438 Reg. No. 1154957	Filed 5/14/79 Reg 5/19/81
PROTECH (stylized)	Ser. No. 76/579106	Filed 3/4/04
SHADES OF THE OLD WEST	Ser. No. 74/294739 Reg. No. 1758466	Filed 7/16/92 Reg 3/16/93
SNAKE RIVER	Ser. No. 74/541041 Reg. No. 1919870	Filed 6/22/94 Reg 9/19/95
WHATEVER IT TAKES	Ser. No. 76/097080	Filed 7/26/00
X-10 ULTRASOLE	Ser. No. 73/537850 Reg. No. 1376007	Filed 5/14/85 Reg 12/17/85

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, Georgia Boot LLC, a company formed under the laws of Delaware, located at 39 East Canal Street, Nelsonville, Ohio 45764 ("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 GMAC Commercial Finance LLC ("GMAC CF") and various other financial institutions (collectively, "Lenders") and GMAC CF as agent for Lenders ("Agent") pursuant to (i) a certain Loan and Security Agreement, dated the date hereof, among Agent, Lenders, Borrowers and the other credit parties named therein and (ii) a certain Trademark Collateral Security Agreement, dated the date hereof, made by Borrower in favor of Agent (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

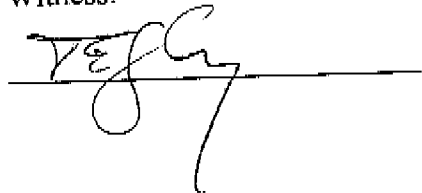
WHEREAS, pursuant to the Agreements, Borrower is granting to Agent for its benefit and for the ratable benefit of Lenders a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Borrower does hereby assign unto Agent for its benefit and for the ratable benefit of Lenders and grant to Agent for its benefit and 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 assignment and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

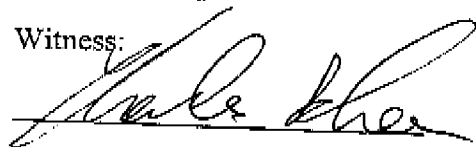
Borrower expressly acknowledges and affirms that the rights and remedies of Agent and Lenders with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: New York, New York
January 10, 2005

Witness:



Witness:



GEORGIA BOOT LLC

By:

Name:

James E. McDonald

Its:

Chief Financial Officer

GMAC COMMERCIAL FINANCE LLC, as Agent

By:

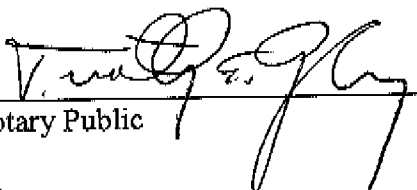
Name:

Its:

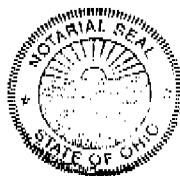
William J. Fitzgerald
Vice President

STATE OF OHIO)
 : ss.:
COUNTY OF Franklin)

On this 4th day of January, 2005, before me personally came James E. McDonald, to me known, who, being by me duly sworn, did depose and say that he is the Chief Financial Officer of Georgia Boot LLC, the company described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of managers of said company.



Notary Public

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)



TIMOTHY E. GRADY, ATTORNEY AT LAW
NOTARY PUBLIC, STATE OF OHIO
My commission has no expiration date.
Section 147.03 R.C.

On this 6th day of January, 2005, before me personally came William S. Caldwell to me known, who, being by me duly sworn, did depose and say that s/he is the Vice President of GMAC Commercial Finance LLC, the company described in and which executed the foregoing instrument; and that s/he was authorized to sign her/his name thereto on behalf of said company.


Notary Public

NERI M. CALDERON
Notary Public, State of New York
No. 01CA6118825
Qualified in Kings County
Commission Expires Nov. 15, 2008

