TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Goody's Family Clothing, Inc.		09/11/2006	CORPORATION: TENNESSEE
Sydoog, LLC		09/11/2006	LIMITED LIABILITY COMPANY: DELAWARE
Goody's MS, L.P.		09/11/2006	LIMITED PARTNERSHIP: TENNESSEE

RECEIVING PARTY DATA

Name:	The CIT Group/Business Credit, Inc.
Street Address:	1211 Avenue of the Americas
City:	New York
State/Country:	NEW YORK
Postal Code:	11036
Entity Type:	CORPORATION: NEW YORK

PROPERTY NUMBERS Total: 61

Property Type	Number	Word Mark
Serial Number:	78165382	MONTANA BLUES
Serial Number:	76342646	GOODY'S IT'S ALL ABOUT YOU
Serial Number:	78792143	KID CREW
Serial Number:	78417474	DRESSING YOU FOR LIFE
Serial Number:	78497063	GOODSPORT
Serial Number:	78497068	GOOD SPORTS
Serial Number:	78546412	WWW.GOODYSONLINE.COM
Serial Number:	78606925	GOODY'S 4 SHOES
Serial Number:	78608670	DENIM PLANET
Serial Number:	78493799	TAKE A GOOD LOOK
Serial Number:	78377721	

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Serial Number:	78404943	DUCK HEAD JEANS CO.
Serial Number:	78405408	DHJCO
Registration Number:	2657455	IVY CREW
Registration Number:	1606015	GOODY'S FAMILY CLOTHING
Registration Number:	2704878	MONTANA BLUES JEAN COMPANY
Registration Number:	1949198	GOODYS FAMILY CLOTHING
Registration Number:	1949260	FEELS LIKE YOU
Registration Number:	2164591	OLD COLLEGE INN
Registration Number:	2230045	GOODY'S LOW PRICE!! DEPARTMENT STORE STYLES DEPARTMENT STORE BRANDS
Registration Number:	2230456	G
Registration Number:	2304724	INTIMATE CLASSICS
Registration Number:	2356901	OCI
Registration Number:	2550376	"INTERNATIONAL" TRADING COMPANY
Registration Number:	2414646	LOW PRICES NEVER LOOKED SO GOOD
Registration Number:	2417094	MBJC
Registration Number:	2542128	MOUNTAIN LAKE JEAN COMPANY
Registration Number:	2529306	GOODY'S
Registration Number:	2561162	MOUNTAIN LAKE
Registration Number:	1662862	YOUR EVERYDAY Y.E.S. SAVINGS BRANDS VALUE QUALITY
Registration Number:	2466590	OCI
Registration Number:	2433048	GOODY'S
Registration Number:	2644246	RGM
Registration Number:	2678764	ACCESSORY CROSSING
Registration Number:	2697501	ACCESSORY CROSSING
Registration Number:	2561161	MOUNTAIN LAKE CASUALS
Registration Number:	2515145	Y.E.S. YOUR EVERYDAY SAVINGS
Registration Number:	2678909	GOODCLOTHES
Registration Number:	2783189	STERLING REFLECTIONS
Registration Number:	2778010	GOOD KIDZ
Registration Number:	2974969	THE BEST TOWEL ON THE BEACH
Registration Number:	3046121	NOW THAT LOOKS GREAT ON YOU
Registration Number:	1941462	
Registration Number:	1926401	

Registration Number:	3079354	
Registration Number:	1468430	
Registration Number:	2018003	1865
Registration Number:	3051629	
Registration Number:	2675429	DHX
Registration Number:	2675428	DHX SPORT
Registration Number:	0817443	DUCK HEAD
Registration Number:	1651551	DUCK HEAD
Registration Number:	3088621	DHX DRY
Registration Number:	3071997	DUCK HEAD SPORT
Registration Number:	1468429	DUCK HEAD
Registration Number:	1832781	DUCK HEAD
Registration Number:	1949457	DUCK HEAD EXPEDITION 1865
Registration Number:	1951765	EXPEDITION 1865
Registration Number:	1860982	
Registration Number:	3022038	DHJC
Registration Number:	2974640	DUCK HEAD BABY

CORRESPONDENCE DATA

Fax Number: (312)609-5005

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 312-609-7838

Email: tsettle@vedderprice.com

Correspondent Name: Tammy S. Settle

Address Line 1: 222 North LaSalle Street

Address Line 4: Chicago, ILLINOIS 60601

ATTORNEY DOCKET NUMBER:	27804.00.0028/TSS
NAME OF SUBMITTER:	Tammy S. Settle
Signature:	/tsettle/
Date:	10/25/2006

Total Attachments: 8

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FIRST AMENDMENT TO INTELLECTUAL PROPERTY SECURITY AGREEMENT

THIS FIRST AMENDMENT TO INTELLECTUAL PROPERTY SECURITY AGREEMENT (this "Amendment") is entered into as of the 11th day of September, 2006, by and among GOODY'S FAMILY CLOTHING, INC., a Tennessee corporation ("GFCI"), SYDOOG LLC, a Delaware limited liability company ("Sydoog"), and GOODY'S MS, L.P., a Tennessee limited partnership ("Goody's MS", and together with GFCI and Sydoog, collectively referred to herein as the "Grantors" and each individually referred to herein as a "Grantor"), each located at 400 Goody's Lane, Knoxville, Tennessee 37922, and THE CIT GROUP/BUSINESS CREDIT, INC., a New York corporation located at 1211 Avenue of the Americas, New York, New York 11036, as Collateral Agent for the Secured Parties (in such capacity, the "Collateral Agent").

W I T N E S S E T H:

WHEREAS, the Grantors have entered into that certain Intellectual Property Security Agreement dated as of March 8, 2006 in favor of the Collateral Agent (as amended, restated, supplemented or otherwise modified from time to time, the "IP Security Agreement"); and

WHEREAS, the Collateral Agent and the Grantors desire to amend the IP Security Agreement in accordance with this Amendment.

NOW, THEREFORE, for and in consideration of the premises and mutual agreements herein contained and for the purposes of setting forth the terms and conditions of this Amendment, the parties, intending to be bound, hereby agree as follows:

1. Incorporation of the IP Security Agreement. All capitalized terms which are not defined in this Amendment shall have the same meanings as set forth in the IP Security Agreement, and the IP Security Agreement, to the extent not inconsistent with this Amendment, is incorporated herein by this reference as though the same were set forth in its entirety. To the extent any terms and provisions of the IP Security Agreement are inconsistent with the amendment set forth in Section 2 below, such terms and provisions shall be deemed superseded hereby.

2. Amendment of the IP Security Agreement. The parties hereto hereby agree to amend the IP Security Agreement as follows:

(a) *Schedule II to the IP Security Agreement is hereby amended and restated in its entirety, to read as set forth on Schedule II attached hereto.*

3. Ratification. Except as expressly amended hereby, the IP Security Agreement is hereby ratified and confirmed by the parties hereto and remains in full force and effect in accordance with the terms thereof.

4. Representations and Warranties. Each Grantor hereby represents and warrants to the Collateral Agent and the Secured Parties that the representations and warranties contained in the IP Security Agreement are true and correct in all material respects on and as of the date hereof, as though made on and as of such date (except to the extent such representations and

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warranties relate solely to an earlier date in which case such representations and warranties are true and correct in all material respects as of such earlier date).

5. GOVERNING LAW. THIS AMENDMENT AND THE OBLIGATIONS ARISING HEREUNDER SHALL IN ALL RESPECTS, INCLUDING ALL MATTERS OF CONSTRUCTION, VALIDITY AND PERFORMANCE, BE GOVERNED BY, AND CONSTRUED AND ENFORCED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK APPLICABLE TO CONTRACTS MADE AND PERFORMED IN SUCH STATE, AND ANY APPLICABLE LAWS OF THE UNITED STATES OF AMERICA.

6. Counterparts. This Amendment may be executed in two or more counterparts, each of which shall be deemed an original, and all of which together shall constitute one and the same instrument. Delivery of an executed counterpart of this Amendment by facsimile or by ".PDF" shall be equally as effective as delivery of an original executed counterpart of this Amendment.

[SIGNATURE PAGES FOLLOW]

(Signature Page to First Amendment to Intellectual Property Security Agreement)

IN WITNESS WHEREOF, the parties hereto have duly executed this First Amendment to Intellectual Property Security Agreement as of the date first above written.

GRANTORS:

GOODY'S FAMILY CLOTHING, INC.

By:_____
Name: David G. Peek
Title: CFO

SYDOOG LLC

By:_____
Name: Regis J. Hebbeler
Title: Assistant Secretary

GOODY'S MS, L.P.

By: Trebor of TN, LLC
Its: General Partner

By:_____
Name: Regis J. Hebbeler
Title: Vice President/Secretary

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(Signature Page to First Amendment to Intellectual Property Security Agreement)

COLLATERAL AGENT:

THE CIT GROUP/BUSINESS CREDIT, INC., as Collateral Agent

By: _____
Mike Richman
Vice President

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SCHEDULE II

TRADEMARK REGISTRATIONS AND TRADEMARK APPLICATIONS

US TRADEMARK APPLICATIONS

Trademark	Serial No.	Filing Date	Owner	Status
MONTANA BLUES	78/165,382	9/18/2002	Goody's MS, LP	Pending
GOODY'S ITS ALL ABOUT YOU	76/342,646	11/28/2001	Goody's MS, LP	Pending
KIDCREW	78/792143	1/16/2005	Goody's MS, LP	Pending
DRESSING YOU FOR LIFE	78/417,474	5/12/2004	Goody's MS, LP	Pending
GOODSPORT	78/497,063	10/8/2004	Goody's MS, LP	Pending
GOOD SPORTS	78/497,068	10/8/2004	Goody's MS, LP	Pending
WWW.GOODYSONLINE.COM	78/546,412	1/12/2005	SYDOOG, LLC	Pending
GOODY'S 4 SHOES	78/606,925	4/12/2005	SYDOOG, LLC	Pending
DENIM PLANET	78/608,670	4/14/2005	Goody's MS, LP	Pending
TAKE A GOOD LOOK	78/493,799	4/10/04	Goody's MS, LP	Pending
	78/377,721	3/3/2004	Goody's MS, LP	Pending
DUCK HEAD JEANS CO.	78/404,943	4/20/2004	Goody's MS, LP	Pending
DHJCO	78/405,408	4/21/2004	Goody's MS, LP	Pending

US TRADEMARK REGISTRATIONS

Trademark	Reg. No (Serial No.)	Reg. Date (Filing Date)	Owner	Status
IVY CREW	2,657,455 (74/516,578)	12/10/2002 (4/21/1994)	Goody's MS, LP	Registered
GOODY'S FAMILY CLOTHING	1,606,015 (73/767,438)	7/10/1990 (12/5/1988)	Sydoog, LLC	Registered
MONTANA BLUES JEAN COMPANY & Design	2,704,878 (74/721,899)	4/8/2003 (8/28/1995)	Goody's MS, LP	Registered
GOODY'S FAMILY CLOTHING & Design	1,949,198 (74/647,079)	1/16/1996 (3/15/1995)	Sydoog, LLC	Registered
FEELS LIKE YOU	1,949,260 (74/653,590)	1/16/1996 (3/30/1995)	Goody's MS, LP	Registered

Trademark	Reg. No (Serial No.)	Reg. Date (Filing Date)	Owner	Status
OLD COLLEGE INN	2,164,591 (75/158051)	6/9/1998 (8/29/1996)	Goody's MS, LP	Registered
GOODY'S LOW PRICE!! DEPARTMENT STORE STYLES DEPARTMENT STORE BRANDS & Design	2,230,045 (75/303,413)	3/9/1999 (6/4/1997)	Sydoog LLC	Registered
G & Arch Design	2,230,456 (75/405,647)	3/9/1999 (12/15/1997)	Goody's MS, LP	Registered
INTIMATE CLASSICS	2,304,724 (75/415,159)	12/28/1999 (1/8/1998)	Goody's MS, LP	Registered
OCI (stylized)	2,356,901 (75/590,650)	6/13/2000 (11/17/1998)	Goody's MS, LP	Registered
INTERNATIONAL TRADING COMPANY & Design	2,550,376 (75/583,202)	3/19/2002 (11/5/1998)	Goody's MS, LP	Registered
LOW PRICES NEVER LOOKED SO GOOD	2,414,646 (75/656,431)	12/19/2000 (3/9/1999)	Goody's MS, LP	Registered
MBJC	2,417,094 (75/739,459)	1/2/2001 (6/29/1999)	Goody's MS, LP	Registered
MOUNTAIN LAKE JEAN COMPANY	2,542,128 (75/731,813)	2/26/2002 (6/18/1999)	Goody's MS, LP	Registered
GOODY'S (store services)	2,529,306 (76/050,225)	1/15/2002 (5/17/2000)	Sydoog, LLC	Registered
MOUNTAIN LAKE	2,561,162 (76/033,731)	4/16/2002 (4/18/2000)	Goody's MS, LP	Registered
YOUR EVERYDAY SAVINGS/Y.E.S.	1,662,862 (74/103,557)	10/29/1991 (10/5/1990)	Goody's MS, LP	Registered
OCI (shoes)	2,466,590 (75/822,605)	7/3/2001 (10/14/1999)	Goody's MS, LP	Registered
GOODY'S (credit card services)	2,433,048 (75/774,422)	3/6/2001 (8/12/1999)	Sydoog, LLC	Registered
RGM	2,644,246 (76/253,769)	10/29/2002 (5/8/2001)	Goody's MS, LP	Registered
ACCESSORY CROSSING	2,678,764 (76/143,527)	1/21/2003 (10/10/2000)	Goody's MS, LP	Registered
ACCESSORY CROSSING	2,697,501 (76/372,081)	3/18/2003 (2/19/2002)	Goody's MS, LP	Registered
MOUNTAIN LAKE CASUALS	2,561,161 (76/033,730)	4/16/2002 (4/18/2000)	Goody's MS, LP	Registered
Y.E.S. YOUR EVERYDAY SAVINGS	2,515,145 (76/217,340)	12/4/2001 (2/27/2001)	Goody's MS, LP	Registered
GOODCLOTHES & Design	2,678,909 (76/275,671)	1/21/2003 (6/22/2001)	Goody's MS, LP	Registered

Trademark	Reg. No (Serial No.)	Reg. Date (Filing Date)	Owner	Status
STERLING REFLECTIONS	2,783,189 (78/111,941)	11/11/2003 (3/1/2002)	Goody's MS, LP	Registered
GOOD KIDZ	2,778,010 (78/188,448)	10/28/2003 (11/25/2002)	Goody's MS, LP	Registered
THE BEST TOWEL ON THE BEACH	2,974,969 (78/474,967)	7/19/2005 (8/27/2004)	Goody's MS, LP	Registered
NOW THAT LOOKS GREAT ON YOU	3,046,121 (78/529,991)	7/19/2005 (8/27/2004)	Goody's MS, LP	Registered
	1,941,462 (74/407,787)	12/12/1995 (6/30/1993)	Goody's MS, LP	Registered
	1,926,401 (74/407,438)	10/10/1995 (6/30/1993)	Goody's MS, LP	Registered
	3,079,354 (78/602,923)	4/11/2006 (4/6/2005)	Goody's MS, LP	Registered
	1,468,430 (73/657,870)	12/8/1987 (4/28/1987)	Goody's MS, LP	Registered
	2,018,003 (75/072,703)	11/19/1996 (3/14/1996)	Goody's MS, LP	Registered
	3,051,629 78/362,303	1/24/06 (2/4/2004)	Goody's MS, LP	Registered
DHX	2,675,429 (76/046,859)	1/14/2003 (5/12/2000)	Goody's MS, LP	Registered
DHX SPORT	2,675,428 (76/046,858)	1/14/2003 (5/12/2000)	Goody's MS, LP	Registered
DUCK HEAD	0817,443 (72/235,327)	10/25/1966 (12/27/1965)	Goody's MS, LP	Registered
DUCK HEAD	1,651,551 (74/081,288)	7/23/1991 (7/23/1990)	Goody's MS, LP	Registered
DHX DRY	3,088,621 (78/447,559)	5/2/2006 (7/8/2004)	Goody's MS, LP	Registered
DUCK HEAD SPORT	3,071,997 (78,418,651)	3/21/2006 (5/14/2004	Goody's MS, LP	Registered
	1,468,429 (73/657,869)	12/8/1987 (4/28/1987)	Goody's MS, LP	Registered

Trademark	Reg. No (Serial No.)	Reg. Date (Filing Date)	Owner	Status
	1,832,781 (74/080,591)	4/26/1994 (7/23/1990)	Goody's MS, LP	Registered
Duck Head EXPEDITION *1865*	1,949,457 (74/457,158)	1/16/1996 in force until 1/16/2016 Section 8 filed	Goody's MS, LP	Registered
EXPEDITION 1865	1,951,765 (74/457,159)	1/23/1996 (11/12/1993)	Goody's MS, LP	Registered
	1,860,982 (74/301,136)	11/1/1994 (8/4/1992)	Goody's MS, LP	Registered
DHJC	3,022,038 (78/405,399)	11/29/2005 (4/21/2004)	Goody's MS, LP	Registered
DUCK HEAD BABY	2,974,640 (78/419,112)	7/19/2005 (5/14/2004)	Goody's MS, LP	Registered

FOREIGN DUCK HEAD TRADEMARK APPLICATIONS (Pending)

Country	Trademark	Reg. No. (App. No.)	Reg. Date (App. Date)	Record Owner	Status
Antigua	Duck Head	(1,804)		Goody's Family Clothing, Inc.	Pending
Antigua	Duck Head (Design)	(67-96)		Goody's Family Clothing, Inc.	Pending
Barbados	Duck Head	(81/10991)		Goody's Family Clothing, Inc.	Pending
Barbados	Duck Head (Design)	(81/10992)		Goody's Family Clothing, Inc.	Pending
Colombia	Duck Head and Design	(92-365865)		Duck Head Apparel Company, Inc.	Pending
Colombia	Duck Head and Design	(92-365864)		Duck Head Apparel Company, Inc.	Pending