TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Second Lien Security Interest

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
GAKM Resources Corporation		10/30/2006	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Bear Stearns Corporate Lending Inc.
Street Address:	383 MADISON AVENUE
City:	New York
State/Country:	NEW YORK
Postal Code:	10179
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 68

Property Type	Number	Word Mark
Registration Number:	0308608	
Registration Number:	0711571	FLUFFIES
Registration Number:	0740958	SILVER TOE
Registration Number:	0761381	ADAM'S RIB
Registration Number:	0770388	
Registration Number:	0770389	GOLD TOE
Registration Number:	0819545	
Registration Number:	1592084	COLOR MATCH
Registration Number:	1723914	
Registration Number:	1780355	GOLD TOE
Registration Number:	1802161	ALL PRO
Registration Number:	1837930	GOLD TOE
Registration Number:	1924671	GOLD TOE CLASSIC
Registration Number:	1994946	LEGEND BY GOLD TOE

OP $1715.00 0308608

Registration Number:	2056422	
Registration Number:	2114401	FOR ALL WALKS OF LIFE
Registration Number:	2139828	PERFECT FIT
Registration Number:	2160214	GOLD CLUB
Registration Number:	2163413	STANDARD OF QUALITY
Registration Number:	2240936	ALL WALKS OF LIFE
Registration Number:	2275026	SILVERGARD
Registration Number:	2525702	FALL PROOF
Registration Number:	2540661	
Registration Number:	2586443	GOLD TOE GEAR
Registration Number:	2621864	GREAT AMERICAN SOCKS
Registration Number:	2673300	EZ MATCH
Registration Number:	2694015	AURO
Registration Number:	2704278	
Registration Number:	2707500	GOLD STANDARD
Registration Number:	2727767	GOLD TOE PLATINUM
Registration Number:	2751345	DURA+MATES
Registration Number:	2751736	GOLD TOE
Registration Number:	2770527	
Registration Number:	2781598	G
Registration Number:	2781599	G
Registration Number:	2790737	G
Registration Number:	2799496	
Registration Number:	2801963	
Registration Number:	2822294	
Registration Number:	2831431	
Registration Number:	2838566	GOLDTOE MAX
Registration Number:	2846805	CUSHION TEC
Registration Number:	2879864	SILVER TOE
Registration Number:	2951935	TODAY'S CASUAL
Registration Number:	2979644	EVER WEAR
Registration Number:	3006302	AQUAFX
Registration Number:	3043541	MAX SPUN
Registration Number:	3104313	TREADWELL
Registration Number:	3119227	

Registration Number:	3131112	SILVER TOE GEAR
Serial Number:	78656571	ALL PRO
Serial Number:	78483715	AURO
Serial Number:	77005397	ECO-FX
Serial Number:	78711772	FRESHCARE
Serial Number:	77023665	GOLDTOE
Serial Number:	78707924	GOLD TOE PREMIER
Serial Number:	78937990	GOLD TOE SOLEUTION
Serial Number:	78508163	GT A GOLD TOE BRAND
Serial Number:	76653542	GT A GOLD TOE BRAND
Serial Number:	78490546	LEGEND BY GOLD TOE BRANDS
Serial Number:	78831280	PERFECT FIT
Serial Number:	78695196	PRIMERA
Serial Number:	77010318	PRO A GOLD TOE BRAND
Serial Number:	78370459	
Serial Number:	78938054	SOLEUTION
Serial Number:	78585160	TEMPFX
Serial Number:	78774822	THERMO SHIELD
Serial Number:	78958687	ULTRA TEC

CORRESPONDENCE DATA

Fax Number: (714)755-8290

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

Phone: 714-540-1235

Email: ipdocket@lw.com

Correspondent Name: Latham & Watkins LLP

Address Line 1: 650 Town Center Drive, Suite 2000

Address Line 4: Costa Mesa, CALIFORNIA 92626

ATTORNEY DOCKET NUMBER:	031935-0234 (2ND-GAKM)
NAME OF SUBMITTER:	Anna T Kwan
Signature:	/Anna T Kwan/
Date:	11/07/2006

Total Attachments: 12

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SECTION 3. Recordation. This Trademark Security Agreement has been executed and delivered by the Grantor for the purpose of recording the grant of security interest herein with the United States Patent and Trademark Office. Each Grantor authorizes and requests that the Commissioner of Patents and Trademarks and any other applicable government officer record this Trademark Security Agreement.

SECTION 4. Execution in Counterparts. This Trademark Security Agreement may be executed in any number of counterparts (including by telecopy), each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement.

SECTION 5. Governing Law. This Trademark Security Agreement shall be governed by, and construed and interpreted in accordance with, the law of the State of New York.

SECTION 6. Conflict Provision. This Trademark Security Agreement has been entered into in conjunction with the provisions of the Intellectual Property Security Agreement and the Credit Agreement, the terms and provisions of which (including the rights and remedies of each party hereto provided for therein) are incorporated herein by reference as if fully set forth herein. In the event that any provisions of this Trademark Security Agreement are in conflict with the Intellectual Property Security Agreement or the Credit Agreement, the provisions of the Intellectual Property Security Agreement or the Credit Agreement shall govern.

[Remainder of page intentionally left blank]

TRADEMARK
REEL: 003423 FRAME: 0151

IN WITNESS WHEREOF, each of the undersigned has caused this Trademark Security Agreement to be duly executed and delivered as of the date first above written.

GAKM RESOURCES CORPORATION, as Grantor

By: _____
Name: Joseph F. Neely
Title: President

GTB HOLDING CORP., as Grantor

By: _____
Name: Joseph F. Neely
Title: President

MORETZ, INC., as Grantor

By: _____
Name: John M. Moretz
Title: President and Chief Executive Officer

IN WITNESS WHEREOF, each of the undersigned has caused this Trademark Security Agreement to be duly executed and delivered as of the date first above written

GAKM RESOURCES CORPORATION, as Grantor

By: _____
Name: Joseph F. Neely
Title: President

GTB HOLDING CORP., as Grantor

By: _____
Name: Joseph F. Neely
Title: President

MORETZ, INC., as Grantor

By: _____
Name: John M. Moretz
Title: President and Chief Executive Officer

BEAR STEARNS CORPORATE LENDING INC.,
as Collateral Agent

By: _____
Authorized Signatory

Richard Bram Smith
Vice President

[Second Lien Trademark Security Agreement]

Schedule 1

TRADEMARKS OWNED BY GAKM RESOURCES CORPORATION

Trademark Registrations and Applications

Mark and Country of Registration	Application No.	Registration No.
ADAMS RIB *United States*	72/122805	761381
ALL PRO *United States*	74/323039	1802161
ALL PRO *United States*	78/656571	
ALL WALKS OF LIFE *United States*	75/050736	2240936
AQUAFX AND DESIGN *United States*	76/590545	3006302
AURO *United States*	78/483715	
AURO *United States*	76/276434	2694015
COLOR MATCH *United States*	73/764138	1592084
CUSHION TEC *United States*	78/206201	2846805
DEVICE OF SOCK W/MAG GLASS *United States#*	72/155148	770388
DEVICE OF SOCK W/MAG GLASS *United States*	72/229650	819545
DURA+MATES *United States*	78/070524	2751345
ECO-FX and Design *United States*	77/005397	
EVER WEAR *United States*	78/336231	2979644
EZ MATCH *United States*	78/071212	2673300
FALL PROOF *United States*	75/727363	2525702

FLUFFIES *United States*	72/097305	711571
FOR ALL WALKS OF LIFE *United States*	74/525534	2114401
FRESHCARE and Design *United States*	78/711772	
G AND DESIGN *United States*	76/463729	2781599
G AND DESIGN (on Sole of Sock) *United States*	76/463730	2790737
G AND DESIGN IN SQUARE *United States*	76/463728	2781598
GOLD CLUB *United States*	75/242778	2160214
GOLD COLORING ON TOE OF SOCK *United States*	71/3140286	308608
GOLD RING DESIGN *United States*	78/466145	3119227
GOLD RINGS (three rings) *United States*	76/463727	2801963
GOLD STANDARD *United States*	76/041120	2707500
GOLD STRIPE DESIGN *United States*	74/680710	2056422
GOLD STRIPE DESIGN (Principal Register) *United States*	76/401214	2704278
GOLD TOE *United States*	77/023665	
GOLD TOE *United States*	74/239513	1780355
GOLD TOE *United States*	76/179968	2751736
GOLD TOE *United States*	72/155149	770389
GOLD TOE (FANCIFUL PRINT) *United States*	74/239325	1837930

GOLD TOE AND GOLD HEEL *United States*	76/462707	2831431
GOLD TOE CLASSIC *United States*	74/323035	1924671
GOLD TOE GEAR *United States*	76/135132	2586443
GOLD TOE MAX *United States*	78/198092	2,838,566
GOLD TOE PLATINUM *United States*	76/197694	2727767
GOLD TOE PREMIER *United States*	78/707924	
GOLD TOE SOLEUTION and design *United States*	78/937990	
GOLD TRED DESIGN MARK *United States*	76/435363	2822294
GREAT AMERICAN SOCKS *United States*	75/908810	2621864
GT A GOLD TOE BRAND *United States*	78/508163	
GT A GOLD TOE BRAND DESIGN *United States*	76/653542	
LEGEND BY GOLD TOE *United States*	74/668550	1994946
LEGEND BY GOLD TOE BRANDS *United States*	78/490546	
MAXSPUN AND DESIGN *United States*	76/590936	3043541
PERFECT FIT *United States*	78/831280	
PERFECT FIT *United States*	75/103283	2139828
PRIMERA *United States*	78/695196	
PRO A GOLD TOE BRAND *United States*	77/010318	

SANTA DESIGN *United States*	74/164330	1723914
SILVER COLORING ON TOE OF SOCK *United States*	75/630275	2770527
SILVER RINGS (three rings) *United States*	78/370459	
SILVER TOE *United States*	72/132671	740958
SILVER TOE *United States*	76/179967	2879864
SILVER TOE GEAR *United States*	78/554285	3131112
SILVER TRED DESIGN MARK *United States*	76/435362	2799496
SILVERGARD *United States*	75/446984	2275026
SOLEUTION and design *United States*	78/938054	
STANDARD OF QUALITY *United States*	75/197421	2163413
TEMPFX and Design *United States*	78/585160	
THERMO SHIELD AND DESIGN *United States*	78/774822	
TODAY'S CASUAL *United States*	75/860956	2951935
TOE PRINT LOGO *United States*	74/666328	2,540,661
TREADWELL *United States*	76/461806	3104313
ULTRA TEC and design *United States*	78/958687	

TRADEMARKS OWNED BY GTB HOLDING CORP.

Trademark Registrations and Applications

Mark and Country of Registration	Application No.	Registration No.
SANFORSET *United States*		438775
SANFORIZED *United States*		408781
SANFORIZED *United States*		408780

POWERMOVES *United States*	78/114,449 03/13/2002	2,796,096 12/16/2004
POWER PLAY *United States*	73/239,207 11/15/1979	1,197,967 06/15/1982
POWER SOX *United States*	74/559,762 08/11/1994	1,997,463 08127/1996
POWERPLAYER *United States*	76/493,368	
POWERVALUE *United States*	78/262007 06/13/2003	2,861,680 07/06/2004
PRO-THICKS *United States*	75/650,363 02/26/1999	2,319,377 02/15/2000
SOFTOUCH *United States*	78/156,381 08/21/2002	2,760,427 09/02/2003
SOLE 2 SOUL *United States*	78/179,095 10/28/2002	3,060,831 02/21/2006
SOXMATES *United States*	78/222,463 03/06/2003	2,849,746 06/01/2004
VAPOR TECH (Stylized) *United States*	75/185,623 10/22/1996	2,075,900 07/01/1997
Wings Design in Diamond *United States*	78/448,224 07/09/2004	3,005,806 10/11/2005
Wings Design in Diamond *United States*	78/448,227 07/09/2004	3104992 06/13/2006