

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/02/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Moretz, Inc.	FORMERLY Moretz Mills, Inc.	01/02/2007	CORPORATION: NORTH CAROLINA
Moretz Mills, Inc.		01/02/2007	CORPORATION: NORTH CAROLINA

RECEIVING PARTY DATA

Name:	GoldToeMoretz, LLC
Street Address:	661 Plaid Street
City:	Burlington
State/Country:	NORTH CAROLINA
Postal Code:	27215
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 30

Property Type	Number	Word Mark
Registration Number:	1626082	COLOUR YOUR WORLD
Registration Number:	1987386	FOOT UNDIES
Registration Number:	2959499	
Registration Number:	2331852	FRESH SOLES
Registration Number:	2335630	GOLDLINE
Registration Number:	2950960	GOLDPLUS
Registration Number:	2954083	
Registration Number:	1686493	MORETZ
Registration Number:	1633270	MORETZ
Registration Number:	1624975	MORETZ
Registration Number:	2168547	MORETZ ATHLETICS

OP \$765.00 1626082

Registration Number:	2319376	ONE SOX YOUR SPORT
Registration Number:	2796096	POWERMOTES
Registration Number:	1197967	POWER PLAY
Registration Number:	1997463	POWER SOX
Registration Number:	2861680	POWERVALUE
Registration Number:	2319377	PRO-THICKS
Registration Number:	2760427	SOFTOUCH
Registration Number:	3060831	SOLE 2 SOUL
Registration Number:	2849746	SOXMATES
Registration Number:	2075900	VAPOR-TECH
Registration Number:	3005806	
Serial Number:	78826712	FUSIONSX
Serial Number:	78327187	GAMEDAY
Serial Number:	78743572	HYDROWOOL
Serial Number:	78494624	INTELLI-SOLES
Serial Number:	78382476	OUTDOOR ADVENTURE
Serial Number:	78382460	PERFORMANCE ZONE
Serial Number:	76493368	POWERPLAYER
Serial Number:	78448227	

CORRESPONDENCE DATA

Fax Number: (828)464-1635
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 828.464.0751ext. 226
Email: ghuffman@moretzsports.com
Correspondent Name: Gregory D. Huffman
Address Line 1: 514 West 21st Street, P.O. Box 580
Address Line 4: Newton, NORTH CAROLINA 28658

NAME OF SUBMITTER:	Gregory D. Huffman
Signature:	/Gregory D. Huffman/
Date:	01/16/2007

Total Attachments: 10
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AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER, dated as of January 2, 2007 (this "Agreement"), is by and between GoldToeMoretz, LLC ("GTM"), a Delaware limited liability company, and Moretz, Inc. ("Moretz"), a North Carolina corporation.

WHEREAS, the Board of Managers of GTM has determined that it is advisable and in the best interests of GTM and its sole member that Moretz be merged with and into GTM with GTM being the surviving entity (the "Merger") on the terms and subject to the conditions contained herein and in accordance with the Delaware Limited Liability Company Act (the "DLLCA") and the North Carolina Business Corporation Act (the "NCBCA"); and

WHEREAS, the Board of Directors of Moretz has determined that the Merger, on the terms and subject to the conditions contained herein and in accordance with the DLLCA and the NCBCA is advisable and in the best interests of Moretz and its sole shareholder.

NOW, THEREFORE, in consideration of the promises and the mutual agreements and covenants hereinafter set forth, and intending to be legally bound, GTM and Moretz hereby agree as follows:

Section 1. The Merger. At the Effective Time (as defined in Section 2), Moretz shall be merged with and into GTM, the separate corporate existence of Moretz shall cease, and GTM shall continue as the surviving entity (hereinafter sometimes referred to as the "Surviving Entity").

Section 2. Effective Time of the Merger. The parties shall execute and file (a) a Certificate of Merger with the Secretary of State of the State of Delaware in accordance with the DLLCA and (b) Articles of Merger with the Secretary of State of the State of North Carolina in accordance with the NCBCA. The Merger shall become effective at the later of the time of acceptance for filing by the Secretary of State of the State of Delaware of the Certificate of Merger and the acceptance for filing by the Secretary of State of the State of North Carolina of the Articles of Merger (the "Effective Time").

Section 3. Effect of the Merger. At the Effective Time, the effect of the Merger shall be as provided in the applicable provisions of the DLLCA and NCBCA. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time, all the property, rights, privileges, powers and franchises of Moretz shall vest in the Surviving Entity, and all debts, liabilities, obligations, restrictions, disabilities and duties of GTM and Moretz shall become the debts, liabilities, obligations, restrictions, disabilities and duties of the Surviving Entity.

Section 4. Limited Liability Company Agreement. The limited liability company agreement of GTM in effect immediately prior to the Effective Time (the "LLC Agreement") shall be the limited liability company agreement of the Surviving Entity until amended in accordance with applicable law.

Section 5. Managers and Officers. At the Effective Time, and without any further action on the part of GTM or Moretz, the managers of the Surviving Entity shall be those persons listed on Schedule 5(a) hereto, each to hold office in accordance with the LLC Agreement until

such manager's successor is duly elected or appointed and qualified or earlier upon such manager's resignation or removal. At the Effective Time, and without any further action on the part of GTM or Moretz, the officers of the Surviving Entity shall be those persons listed on Schedule 5(b) hereto, each to hold office in accordance with the LLC Agreement until such officer's successor is duly elected or appointed and qualified or earlier upon such officer's resignation or removal.

Section 6. Treatment of Shares and Interests. At the Effective Time, each outstanding share of capital stock of Moretz shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled and retired and cease to be outstanding, and no payment shall be due or made with respect thereto. At the Effective Time, each outstanding membership interest of GTM shall remain outstanding and shall be unaffected by the Merger.

Section 7. Termination. This Agreement may be terminated and the Merger abandoned at any time prior to the Effective Time only upon the mutual written consent of each of GTM and Moretz.

Section 8. Governing Law. THIS AGREEMENT SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF DELAWARE APPLICABLE TO AGREEMENTS MADE AND TO BE PERFORMED ENTIRELY WITHIN SUCH STATE, WITHOUT REGARD TO THE CHOICE OF LAW PRINCIPLES THEREOF.

Section 9. Counterparts. This Agreement may be executed in one or more counterparts, each of which shall be deemed to be an original, but all of which shall constitute one and the same agreement. Delivery of an executed counterpart of a signature page to this Agreement by facsimile shall be as effective as delivery of a manually executed counterpart of this Agreement.

[The remainder of this page is intentionally left blank.]

IN WITNESS WHEREOF, each of the parties has caused this Agreement to be duly executed as of the day and year first above written.

GOLDTOEMORETZ, LLC

By: Kathy D. Wilson
Name: Kathy D. Wilson
Title: Chief Financial Officer

MORETZ, INC.

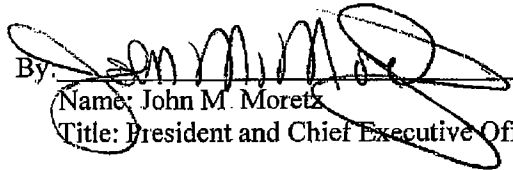
By: _____
Name: John M. Moretz
Title: President and Chief Executive Officer

IN WITNESS WHEREOF, each of the parties has caused this Agreement to be duly executed as of the day and year first above written.

GOLDTOEMORETZ, LLC

By: _____
Name: Kathy D. Wilson
Title: Chief Financial Officer

MORETZ, INC.

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

Schedule 5(a) – Managers of the Surviving Entity

John M. Moretz (Chairman)

James A. Williams (Vice Chairman)

Joseph F. Neely

Benjamin J. Jenkins

Schedule 5(b) – Officers of the Surviving Entity

<u>Name</u>	<u>Title</u>
James A. Williams	President
John M. Moretz	Chief Executive Officer
Kathy D. Wilson	Chief Financial Officer, Treasurer and Secretary
Trish McHale	Executive Vice President of Marketing

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"MORETZ, INC.", A NORTH CAROLINA CORPORATION,
WITH AND INTO "GOLDTOEMORETZ, LLC" UNDER THE NAME OF
"GOLDTOEMORETZ, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SECOND DAY OF JANUARY, A.D. 2007, AT 5:47 O'CLOCK P.M.

2218327 8100M

070002003



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5321845

DATE: 01-03-07

TRADEMARK
REEL: 003461 FRAME: 0467

CERTIFICATE OF MERGER

OF

MORETZ, INC.
(A North Carolina Corporation)

WITH AND INTO

GOLDTOEMORETZ, LLC
(A Delaware Limited Liability Company)

GoldToeMoretz, LLC, a Delaware limited liability company, does hereby certify that:

FIRST: The name and jurisdiction of formation or organization of each of the constituent entities which are to merge are as follows:

<u>Name</u>	<u>Jurisdiction of Formation or Organization</u>
Moretz, Inc.	North Carolina
GoldToeMoretz, LLC	Delaware

SECOND: An Agreement and Plan of Merger between the parties to the merger has been approved and executed by each of the constituent entities in accordance with the requirements of applicable law.

THIRD: The name of the surviving Delaware limited liability company is GoldToeMoretz, LLC.

FOURTH: This Certificate shall be effective upon its filing in the Office of the Secretary of State of the State of Delaware.

FIFTH: The executed Agreement and Plan of Merger is on file at a place of business of the surviving limited liability company. The address of such place of business of the surviving limited liability company at which the Agreement and Plan of Merger is on file is 661 Plaid Street, Burlington, North Carolina 27216.

SIXTH: A copy of the Agreement and Plan of Merger will be furnished by the surviving limited liability company, on request and without cost, to any stockholder of the constituent corporation and to any member of the constituent limited liability company.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Merger as of this 2nd day of January, 2007.

GOLDTOEMORETZ, LLC

By: Kathy D. Wilson
Name/ Kathy D. Wilson
Title: Chief Financial Officer

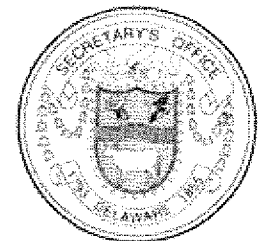
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State of Delaware

The Official Website for the First State

The Secretary of State of Delaware issued a certificate for GOLDTOEMORETZ, LLC whose file number is 2218327 on 01/03/2007 under request number 070002003 for authentication number 5321845.



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