

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Certificate of Conversion		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
GAKM Resources Corporation		06/07/2007	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	GAKM Resources LLC
Street Address:	48 West 38th Street 8th Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10018
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 68

Property Type	Number	Word Mark
Registration Number:	0761381	ADAM'S RIB
Registration Number:	1802161	ALL PRO
Registration Number:	2240936	ALL WALKS OF LIFE
Registration Number:	3006302	AQUAFX
Registration Number:	2694015	AURO
Registration Number:	1592084	COLOR MATCH
Registration Number:	2846805	CUSHION TEC
Registration Number:	0770388	
Registration Number:	0819545	
Registration Number:	2751345	DURA+MATES
Registration Number:	2979644	EVER WEAR
Registration Number:	2673300	EZ MATCH
Registration Number:	2525702	FALL PROOF
Registration Number:	0711571	FLUFFIES

OP \$1715.00 0761381

Registration Number:	2114401	FOR ALL WALKS OF LIFE
Registration Number:	2781599	G
Registration Number:	2790737	G
Registration Number:	2781598	G
Registration Number:	2160214	GOLD CLUB
Registration Number:	0308608	
Registration Number:	3119227	
Registration Number:	2801963	
Registration Number:	2707500	GOLD STANDARD
Registration Number:	2056422	
Registration Number:	2704278	
Registration Number:	1780355	GOLD TOE
Registration Number:	2751736	GOLD TOE
Registration Number:	0770389	GOLD TOE
Registration Number:	1837930	GOLD TOE
Registration Number:	2831431	
Registration Number:	1924671	GOLD TOE CLASSIC
Registration Number:	2586443	GOLD TOE GEAR
Registration Number:	2838566	GOLDTOE MAX
Registration Number:	2727767	GOLD TOE PLATINUM
Registration Number:	2822294	
Registration Number:	2621864	GREAT AMERICAN SOCKS
Registration Number:	1994946	LEGEND BY GOLD TOE
Registration Number:	3043541	MAX SPUN
Registration Number:	2139828	PERFECT FIT
Registration Number:	1723914	
Registration Number:	2770527	
Registration Number:	0740958	SILVER TOE
Registration Number:	2879864	SILVER TOE
Registration Number:	3131112	SILVER TOE GEAR
Registration Number:	2799496	
Registration Number:	2275026	SILVERGARD
Registration Number:	2163413	STANDARD OF QUALITY
Registration Number:	2951935	TODAY'S CASUAL
Registration Number:	2540661	

Registration Number:	3104313	TREADWELL
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	GOLDTOE 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 (GAKM)
NAME OF SUBMITTER:	Anna T Kwan
Signature:	/Anna T Kwan/
Date:	07/31/2008

Total Attachments: 3
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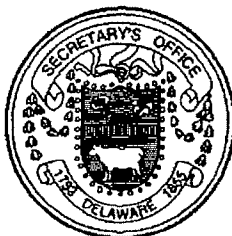
Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "GAKM RESOURCES CORPORATION" TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "GAKM RESOURCES CORPORATION" TO "GAKM RESOURCES LLC", FILED IN THIS OFFICE ON THE SEVENTH DAY OF JUNE, A.D. 2007, AT 7:07 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



2302914 8100V

070686214

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5743449

DATE: 06-08-07

TRADEMARK
REEL: 003826 FRAME: 0938

CERTIFICATE OF CONVERSION

CONVERTING

GAKM RESOURCES CORPORATION
(A Delaware Corporation)

TO

GAKM RESOURCES LLC
(A Delaware Limited Liability Company)

This Certificate of Conversion is being filed for the purpose of converting GAKM Resources Corporation, a Delaware corporation (the "Converting Corporation"), to a Delaware limited liability company to be named "GAKM Resources LLC" (the "Company") pursuant to Section 18-214 of the Delaware Limited Liability Company Act, 6 Del. C. §§ 18-101 et seq. (the "Delaware LLC Act"), and Section 266 of the General Corporation Law of the State of Delaware, 8 Del. C. §§ 18-101 et seq. (the "DGCL").

The undersigned, as an authorized person of the Converting Corporation and the Company, does hereby certify as follows:

1. Name of Converting Corporation. The name of the Converting Corporation when incorporated was "GAKM Resources Corporation."

2. Date and Jurisdiction of Incorporation of Converting Corporation. The date on which, and the jurisdiction where, the Converting Corporation was incorporated, which jurisdiction has not changed, are as follows:

<u>Date</u>	<u>Jurisdiction</u>
July 7, 1992	Delaware

3. Name of Converted Limited Liability Company. The name of the Delaware limited liability company to which the Converting Corporation has been converted and the name set forth in the Certificate of Formation of the Company filed in accordance with Section 18-214(b) of the Delaware LLC Act is "GAKM Resources LLC."

4. Approval of Conversion. The conversion of the Converting Corporation to the Company has been approved in accordance with the provisions of Section 266 of the DGCL and Section 18-214 of the Delaware LLC Act.

5. Effective Time. This Certificate shall be effective upon its filing in the Office of the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Conversion as of June 7, 2007.

GOLD TOE CORP.

By: Chuck J. Ward
Name: Chuck J. Ward
Title: Chief Financial Officer

CONSUMER DIRECT, LLC

By: Chuck J. Ward
Name: Chuck J. Ward
Title: Chief Financial Officer

[Signature Page for GAKM Resources Corporation to GAKM Resources LLC]

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