

03/09/2009

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FORM PTD-1594
1-91-92RECORDATION FORM COVER SHEET
TRADEMARKS ONLYU.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:

Confluence Holdings Corp.
111 Kayaker Way
Easley, South Carolina 29642

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-State: Delaware
☐ Other _____

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

3. Nature of conveyances:

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

Execution Date: March 5, 2009

2. Name and address of receiving party:

Name: GMAC Commercial Finance LLC

Internal Address: _____

Street Address: 1290 Avenue of the AmericasCity: New York State: NY ZIP: 10104

- ☐ Individual(s) citizenship _____
☐ Association _____
☐ General Partnership _____
☐ Limited Partnership _____
☐ Corporation-State _____
☒ Other Financial Institution, Citizenship - DE

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: CT Lien Solutions

Internal Address: _____

Street Address: 187 Wolf RdSte 101City: AlbanyState: NYZIP: 12205

6. Total number of applications and registrations involved: _____

12

7. Total fee (37 CFR 3.41): _____

\$315.00☐ Enclosed☒ Authorized to be charged to Credit card

8. Deposit account number:

Last 4 Digits - 5663
Exp Dt 11/09

(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

Graig Solow

Name of Person Signing

Signature

March 6, 2009

Date

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

7Mail documents to be recorded with required coversheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

CP \$315.00 77436111

700402869

TRADEMARK
REEL: 003955 FRAME: 0453

SCHEDULE A

Schedule A to a Trademark Assignment of Security dated March 5, 2009, by and between
Confluence Holdings Corp. and GMAC Commercial Finance LLC, as Agent.

<u>Registration No. or Application No.</u>	<u>Registration or Filing Date</u>	<u>Mark</u>
77/436,111	3/31/2008	ZONE
77/436,102	3/31/2008	TEMPEST
77/436,105	3/31/2008	TARPON
77/436,097	3/31/2008	SYNERGY
77/436,094	3/31/2008	PUNGO
77/436,090	3/31/2008	PHASE 3 LITE
77/436,082	3/31/2008	OUTFITTING & Design PHASE 3 OUTFITTING & Design
77/436,077	3/31/2008	PHASE 3
77/436,074	3/31/2008	IQ
2,529,356	1/15/2002	AT & Design
2,512,108	11/27/2001	ADVENTURE
2,512,107	11/27/2001	TECHNOLOGY AT

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, Confluence Holdings Corp., a corporation formed under the laws of Delaware, located at 111 Kayaker Way, Easley, South Carolina 29642 ("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 Amended and Restated Loan and Security Agreement, dated as of March 5, 2009, among Agent, Lenders, Borrower and the other credit parties named therein and (ii) a certain Trademark Collateral Security Agreement, dated May 16, 2005, made by Borrower in favor of Agent for its benefit and the ratable benefit of Lenders (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.

[Remainder of Page Intentionally Left Blank]

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
March 5, 2009

CONFLUENCE HOLDINGS CORP.

By: 

Name: Simon Berwick
Title: Chief Financial Officer,
V.V.V. Gear Company

GMAC COMMERCIAL FINANCE LLC
as Agent

By: _____

Name: Robert J. Brandow
Title: Director

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
March 5, 2009

CONFLUENCE HOLDINGS CORP.

By: _____
Name:
Its:

GMAC COMMERCIAL FINANCE LLC,
as Agent

By: Robert J. Brand
Name: Robert J. Brandow
Its: Director

STATE OF S.C.)
) ss.:
 COUNTY OF Pickens)

On this 4th day of March, 2009, before me personally came Jim Bevis, to me known, who, being by me duly sworn, did depose and say that s/he is the V.P.A.C.F.D. of Confluence Holdings Corp., the corporation described in and which executed the foregoing instrument; and that s/he signed her/his name thereto by order of the board of directors of said corporation.

[Signature]
 Notary Public

exp 11-3-09

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

On this ____ day of _____, 2009, before me personally came Robert J. Brandow, to me known, who, being by me duly sworn, did depose and say that he is the Director of GMAC Commercial Finance LLC, the company described in and which executed the foregoing instrument; and that he was authorized to sign his name thereto on behalf of said company.

Notary Public

STATE OF _____)
: ss.:
COUNTY OF _____)

On this _____ day of _____, 2009, before me personally came _____, to me known, who, being by me duly sworn, did depose and say that s/he is the _____ of Confluence Holdings Corp., the corporation described in and which executed the foregoing instrument; and that s/he signed her/his name thereto by order of the board of directors of said corporation.

Notary Public

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

On this 5th day of March, 2009, before me personally came Robert J. Brandow, to me known, who, being by me duly sworn, did depose and say that he is the Director of GMAC Commercial Finance LLC, the company described in and which executed the foregoing instrument; and that he was authorized to sign his name thereto on behalf of said company.

Wynanda Rosenberg
Notary Public

WYNANDA ROSENBERG
NOTARY PUBLIC, State of New York
No. 31-4519486
Qualified in New York County
Commission Expires March 30, 2010

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