

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Overton's, Inc.		04/11/2011	CORPORATION: NORTH CAROLINA

**RECEIVING PARTY DATA**

<b>Name:</b>	Wells Fargo Bank, N.A.
<b>Street Address:</b>	One Boston Place
<b>Internal Address:</b>	18th Floor
<b>City:</b>	Boston
<b>State/Country:</b>	MASSACHUSETTS
<b>Postal Code:</b>	02108
<b>Entity Type:</b>	National Banking Association: UNITED STATES

**PROPERTY NUMBERS Total: 20**

Property Type	Number	Word Mark
Registration Number:	1473630	OVERTON'S
Registration Number:	1729510	NEO-SKINS
Registration Number:	1955479	GLADIATOR
Registration Number:	1964358	SKI LIMITED
Registration Number:	2140590	JET G
Registration Number:	2143879	DIVEMASTER
Registration Number:	2155991	JET GLADIATOR
Registration Number:	2308937	DOCKMATE
Registration Number:	3076426	GLADIATOR
Registration Number:	3092698	GLADIATOR
Registration Number:	3216132	DOCKMATE
Registration Number:	3307757	DOCKMATE
Registration Number:	3402235	DOCKMATE

**OP \$515.00 1473630**

Registration Number:	3449928	DOCKMATE
Registration Number:	3449927	DOCKMATE
Registration Number:	3609545	COVERMATE
Registration Number:	3823859	OVERTON'S
Registration Number:	3481747	POOLMATE
Registration Number:	3623733	SHADEMATE
Registration Number:	3616472	TOONMATE

**CORRESPONDENCE DATA**

Fax Number: (617)248-4000  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Email: tmadmin@choate.com  
Correspondent Name: Elizabeth A. Walker  
Address Line 1: Two International Place  
Address Line 2: Choate, Hall & Stewart LLP  
Address Line 4: Boston, MASSACHUSETTS 02110

ATTORNEY DOCKET NUMBER:	2009985.0001
NAME OF SUBMITTER:	Elizabeth A. Walker
Signature:	/Elizabeth A. Walker/
Date:	04/12/2011

Total Attachments: 4  
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GRANT OF SECURITY INTEREST  
IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, OVERTON'S, INC., a North Carolina corporation (the "Grantor"), hereby grants to WELLS FARGO BANK, NATIONAL ASSOCIATION, in its capacity as the collateral agent under the Security Agreement referred to below (in such capacity, the "Grantee"), a continuing security interest in (i) all of the Grantor's right, title and interest in, to and under the United States trademarks, trademark registrations and use based trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all proceeds and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.


THIS GRANT is made to secure the satisfactory performance and payment of all the Secured Obligations of the Grantor, as such term is defined in the Security Agreement by, among others, the Grantor and the Grantee, dated as of April 11, 2011 (as amended, restated, supplemented or otherwise modified and in effect from time to time, the "Security Agreement"). The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

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IN WITNESS WHEREOF, the undersigned have executed this Grant as of the 11 day of April, 2011.

OVERTON'S, INC., as Grantor

By: \_\_\_\_\_

  
Name: Robert J. Vold  
Title: Treasurer

WELLS FARGO BANK, NATIONAL  
ASSOCIATION, as Grantee

By: \_\_\_\_\_

Name: Peter Foley  
Its Authorized Signatory

[Signature Page to Grant of Security Interest in U.S. Trademarks - OVERTON'S, INC.]

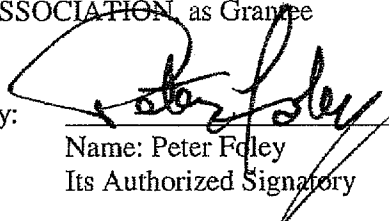
TRADEMARK  
REEL: 004520 FRAME: 0435

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the 11 day of April, 2011.

OVERTON'S, INC., as Grantor

By: \_\_\_\_\_  
Name: Robert J. Vold  
Title: Treasurer

WELLS FARGO BANK, NATIONAL  
ASSOCIATION, as Grantee

By:  \_\_\_\_\_  
Name: Peter Foley  
Its Authorized Signatory

SCHEDULE A

U.S. TRADEMARK REGISTRATIONS

<u>MARK</u>	<u>REGISTRATION NUMBER</u>	<u>REGISTRATION DATE</u>
COVERMATE	3609545	21-Apr-09
DIVEMASTER	2143879	17-Mar-98
DOCKMATE	3216132	6-Mar-07
DOCKMATE	3307757	9-Oct-07
DOCKMATE	3402235	25-Mar-08
DOCKMATE	2308937	18-Jan-00
DOCKMATE	3449928	17-Jun-08
DOCKMATE	3449927	17-Jun-08
GLADIATOR	3076426	4-Apr-06
GLADIATOR	3092698	16-May-06
GLADIATOR	1955479	13-Feb-96
JET G	2140590	3-Mar-98
JET GLADIATOR	2155991	12-May-98
NEO-SKINS	1729510	3-Nov-92
OVERTON'S	3823859	27-Jul-10
OVERTON'S	1473630	19-Jan-88
POOLMATE	3481747	5-Aug-08
SHADEMATE	3623733	19-May-09
SKI LIMITED	1964358	26-Mar-96
TOONMATE	3616472	5-May-09

U.S. USE-BASED TRADEMARK APPLICATIONS

NONE

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