

10-09-1998



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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To the Honorable Commissioner of

original document or copy thereof

1998 OCT -6 PM 2:44

CPR/FINANCE

10-2-98

1. Name of Party(ies) conveying an interest:

Accessory Network Group, Inc.
350 Fifth Avenue
New York, New York 10118

Individual(s) Association
 General Partnership Limited Partnership
 Corporation New York
 Other

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

2. Name and Address of Party(ies) receiving an interest:

Name: NationsBank, N.A., As Agent
Street Address: 101 North Tryon Street, 15th Floor
Internal Address: Independence Center, NC-001-15-04
City: Charlotte State: North Carolina Zip: 28255

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation
 Other National Banking Association

Additional name(s) & address(es) attached? Yes No

3. Nature of Conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other Notice of Grant of Security Interest In Trademarks

Execution Date: August 7, 1998

4. Application number(s) or registration number(s):

A. Trademark Application No.(s): See Attached

Additional numbers attached? Yes No

B. Trademark Registration No.(s): See Attached

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Mark H. Webbink, Esq.
Internal Address: Moore & Van Allen, PLLC
Street Address: 2200 West Main Street, Suite 800
City: Durham State: NC ZIP: 27705

6. Total number of applications and registrations involved: 36

7. Total fee (37 CFR 3.4): \$ 915.00
 Enclosed
 Authorized to be charged to deposit account (Any Deficiency)

8. Deposit account number:
13-4365
(Attach duplicate copy of this form 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.

Mark H. Webbink, Esq. [Signature] 10/2/98
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments and document: 7

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

CERTIFICATE OF MAILING

I hereby certify that this paper is being deposited with the United States Postal Service as first class mail in an envelope addressed to the Commissioner Of Patent And Trademarks, Washington, DC 20231, BOX ASSIGNMENTS.

Chris Herndon
(Typed or printed name of person signing the certificate)

[Signature]
(Signature of the person signing the certificate)

10-2-98
(Date of Signature)

10/09/1998 DMLUYEN 00000051 75487818

01 FC:481 40.00 OP
02 FC:482 875.00 OP

SCHEDULE A

ACCESSORY NETWORK GROUP, INC.

U.S. TRADEMARKS

Pending Marks

Mark	Application Serial No.	Filing Date
HAIR GEAR	75/487,818	5/19/98
SPRAY 'N PLAY	75/483,796	5/12/98
PROWORKS	75/468,180	4/15/98
PROWORKS	75/468,150	4/15/98
SOCKWORKS	75/463,456	3/31/98
THE GAME IS IN THE BAG	75/463,453	3/31/98
Design Mark	75/444,622	1/7/98
SIERRA CREEK	75,409,785	12/23/97
FLEECE TEK	75/403,604	12/11/97
CHAT PACK	75/400,206	12/4/97
URBAN PERFORMANCE	75/382,272	10/30/97
PRO GAMEWORKS	75/382,271	10/30/97
URBAN PERFORMANCE	75/382,260	10/30/97
MAGIC SAC	75/373,800	10/15/97
CHARACTER WORKS	75/373,247	10/15/97
MAGIC MITTEN	75/373,245	10/15/97
CHARACTER WORKS	75/373,196	10/15/97
X S R E	75/325,781	7/17/97
X S R E	75/264,126	3/26/97
URBAN COUNTRY	75/228,746	1/21/97
ACCESSORY NETWORK	75159,848	8/5/97
XSRE	74/631,824	2/9/95
SOUTH BEACH	74/383,315	4/26/93

Registered Marks

Mark	Registration No.	Registration Date
MAGIC GLOVE	2,090,700	8/26/97
THE ORIGINAL MIRACLE BAG (stylized)	2,037,808	2/11/97
HEIRLOOM	1,972,242	5/7/96
SLING SAC	1,880,639	2/28/95
DURALON and Design	1,997,303	8/27/96
X S R E	1,784,227	7/27/93
ACCESSORY WORKS	1,935,756	11/14/95
CARPETBAGS OF AMERICA and Design	1,804,487	11/16/93
ACCESSORY NETWORK	1,755,315	3/2/93
CHECKERS USA	1,547,387	7/11/89

Mark	Registration No.	Registration Date
BORSANI	1,542,088	5/30/89
BAGLAND	1,385,237	3/4/86
CARPETBAGS OF AMERICA and Design	1,323,255	3/5/85

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of August 7, 1998 (the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and NationsBank, N.A., as Agent (the "Agent") for the Lenders referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Agent for the ratable benefit of the Lenders:

TRADEMARKS

<u>Trademark No.</u>	<u>Description of Trademark Item</u>	<u>Date of Trademark</u>
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See attached Schedule A

Trademark Applications

<u>Trademark Applications No.</u>	<u>Description of Trademark Applied For</u>	<u>Date of Trademark Applications</u>
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See attached Schedule A

The Obligors and the Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

ACCESSORY NETWORK GROUP, INC.

By: *Arnold Dunn*

Name: Arnold Dunn

Title: Chief Financial Officer and Treasurer

Acknowledged and Accepted:

NATIONSBANK, N.A., as Agent

By: *Charles E. Wilson Jr.*

Name: Charles E. Wilson Jr.

Title: *Attorney-in-fact*