

Re: MRD

1-21-99

MED

9-8-98

WCK

TRACY & HOLLAND, L.L.P.

(A REGISTERED LIMITED LIABILITY PARTNERSHIP THAT INCLUDES PROFESSIONAL CORPORATIONS)

ATTORNEYS AT LAW

306 WEST SEVENTH STREET, SUITE 500
FORT WORTH, TEXAS 76102-4982

J. DAVID TRACY, P.C.
J. WALKER HOLLAND, P.C.
MARGARET E. HOLLAND, P.C.
GEORGE T. JOHNS, P.C.
LEWIS D. SCHWARTZ, P.C.

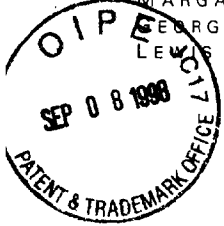
01-27-1999



100948766

September 4, 1998

FAX (817) 332-3140
TELEPHONE (817) 335-1050
METRO (817) 429-9463
EMAIL lds@tracyholland.com



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

FEDERAL EXPRESS

Re: Recordation of Assignments for:
GREAT AMERICAN LEATHERWORKS & Design (Reg. No. 1,149,820); GAL & Design (Reg. No. 1,149,819); GREAT AMERICAN (stylized) (Reg. No. 1,290,073); and MARCO AVANE (stylized) (Reg. No. 1,375,870)

Sir:

Enclosed for recordal is an assignment, dated August 31, 1998, of the entire interest in the four (4) above-referenced trademark registrations from MARINE MIDLAND BUSINESS LOANS, INC. to TRADE AM INTERNATIONAL, INC.

The address of assignee is 6580 Jimmy Carter Boulevard, Norcross, Georgia 30071.

The transaction is a release of the security interests in the registrations in connection with a financing transaction for the assignee, who is the owner of the registrations.

The recordal fee prescribed by 37 C.F.R. § 2.6 of \$115.00 is submitted herewith.

Please return the recorded assignment to the undersigned, and please direct all future correspondence relating to the applications to the undersigned.

To the best knowledge and belief of the undersigned, the information contained on this cover sheet is true and correct and any copy submitted is a true copy of the original document.

01/26/1999 NGUYEN 00000225 1149820

01 FC:481
02 FC:482

40.00 DP
75.00 DP

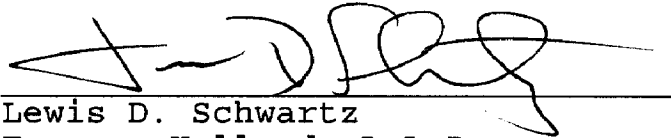
115E

TRADEMARK
REEL: 1844 FRAME: 0544

September 4, 1998

Page 2

Yours very truly,



Lewis D. Schwartz
Tracy & Holland, L.L.P.
306 W. Seventh Street
Suite 500
Fort Worth TX 76102-4982
817-335-1050
817-332-3140 (fax)
Attorneys for Assignee

cc: Mr. Adam Rappaport
(w/enclosure)

SCHEDULE A

<u>Trademark</u>	<u>Registration No.</u>
GREAT AMERICAN LEATHERWORKS & Design	1,149,820
GAL & Design	1,149,819
GREAT AMERICAN (Stylized)	1,290,073
MARCO AVANE (Stylized)	1,375,870

TRADEMARK TRANSFER AND ASSIGNMENT

FOR VALUE RECEIVED, the undersigned, **MARINE MIDLAND BUSINESS LOANS, INC.** ("Assignor"), does hereby sell, assign, transfer and convey to **TRADE AM INTERNATIONAL, INC.**, a Texas corporation ("Borrower"), without any representation or undertaking by, or recourse to, Assignor, all of Assignor's entire right, title and interest, if any, in and to the trademarks listed on Schedule A attached hereto, arising under that certain Trademark Security Agreement, dated November 9, 1993, by and between Borrower and Assignor, together with the goodwill of the business symbolized by the marks, including, without limitation, all proceeds thereof (such as, by way of example only, license royalties and proceeds of infringement suits), the right to sue for past, present and future infringements, all rights corresponding thereto and all renewals thereof.

This Agreement shall be effective as of August 31, 1998.

IN WITNESS WHEREOF, Assignor has caused this Agreement to be signed and sealed by its duly authorized officers, on August 31, 1998.

MARINE MIDLAND BUSINESS LOANS, INC.

By:  W.K. Hannan

Title: President

STATE OF New York)
)
COUNTY OF Erie)

BEFORE ME, the undersigned, a Notary Public in and for the county aforesaid, on this 31st day of August, 1998, personally appeared WK Hawdon, to me known personally, and who, being by me duly sworn, deposes and says that he is a President of **MARINE MIDLAND BUSINESS LOANS, INC.**, and that said instrument was signed by him on behalf of said corporation, and acknowledged said instrument to be the free act and deed of said corporation.

Jennifer L Benzel
Notary Public
Executed on 8-31-98
My Commission Expires: 12-8-99

[NOTARIAL SEAL]

JENNIFER L. BENZEL
No. 018E5089135
Notary Public, State of New York
Qualified in Erie County
My Commission Expires 12/08/99