

10-21-1999



101178942  
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New

Resubmission (Non-Recordation)  
Document ID#

Correction of PTO Error  
Reel #  Frame #

Corrective Document  
Reel #  Frame #

Conveyance Type

Assignment  License

Security  Nunc Pro Tunc Assignment

Merger

Change of Name

Other

Effective Date  
Month Day Year  
9/24/99

83-31 01  
MPC

Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name  9/24/99

Formerly

Individual  General Partnership  Limited Partnership  Corporation  Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City State/Country Zip Code

Individual  General Partnership  Limited Partnership

Corporation  Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

10/21/1999 DMUYEN 00000261 75590988

FOR OFFICE USE ONLY

01 FC:481  
02 FC:482  
Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

**Domestic Representative Name and Address**

Enter for the first Receiving Party Only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages**

Enter the total number of pages of the attached conveyance document including any attachments.

#

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text" value="75/590,988"/>	<input type="text" value="75/590,977"/>	<input type="text"/>	<input type="text" value="1,535,919"/>	<input type="text" value="1,103,580"/>	<input type="text"/>
<input type="text" value="75/590,987"/>	<input type="text" value="75/539,347"/>	<input type="text"/>	<input type="text" value="1,521,334"/>	<input type="text" value="1,104,331"/>	<input type="text"/>
<input type="text" value="75/590,986"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,216,792"/>	<input type="text" value="1,100,250"/>	<input type="text"/>

**Number of Properties**

Enter the total number of properties involved.

#

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment: Enclosed  Deposit

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

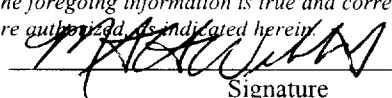
Authorization to charge additional fees:

Yes  No

**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. Charges to deposit account are authorized, as indicated herein.

Mark H. Webbink  
Name of Person Signing

  
Signature

10/14/99  
Date Signed

NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Loan and Security Agreement dated as of September 24, 1999 (the "Loan Agreement") by and among the Borrowers referenced therein (each a "Borrower"), the Lenders referenced therein (the "Lenders") and Bank of America, N.A., as Agent (the "Agent") for the Lenders, the undersigned Borrower 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>	Description of Trademark <u>Item</u>	Date of <u>Trademark</u>
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SEE ATTACHED SCHEDULE A

TRADEMARK APPLICATIONS


<u>Trademark Applications No.</u> <u>Applications</u>	Description of Trademark <u>Applied For</u>	Date of Trademark —
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SEE ATTACHED SCHEDULE A

The undersigned Borrower 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 Loan Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

ATHLETIC ATTIC MARKETING, INC.,  
a Florida corporation

By:   
Name: Eric L. Tyra  
Title: Vice President of Finance  
and Chief Financial Officer

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Agent

By: \_\_\_\_\_  
Name:  
Title:

The undersigned Borrower 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 Loan Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

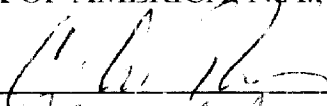
Very truly yours,

ATHLETIC ATTIC MARKETING, INC.,  
a Florida corporation

By: \_\_\_\_\_  
Name: Eric L. Tyra  
Title: Vice President of Finance  
and Chief Financial Officer

Acknowledged and Accepted:

BANK OF AMERICA N.A., as Agent

By:  \_\_\_\_\_  
Name: William J. Rose  
Title: SVP

**Athletic Attic Marketing, Inc.  
(Florida Corporation)**

**U.S. Trademarks**

**Registered Marks**

<b>Mark</b>	<b>Registration No.</b>	<b>Registration Date</b>
SECOND WAVE and Design	1,535,919	4/18/89
TEAM PRIDE	1,521,334	1/17/89
ATHLETIC LADY and Design	1,216,792	11/16/82
ATHLETIC ATTIC and Design	1,103,580	10/3/78
ATHLETIC ATTIC (Stylized)	1,104,331	10/17/78
ATHLETIC ATTIC and Design	1,100,250	8/22/78

**Pending Applications**

<b>Mark</b>	<b>Application No.</b>	<b>Filing Date</b>
ATHLETIC LADY (Stylized)	75-590,988	11/18/98
ATHLETIC ATTIC (Stylized)	75-590,987	11/18/98
ATHLETIC LADY	75-590,986	11/18/98
ATHLETIC ATTIC	75-590,977	11/18/98
ATHLETIC ATTIC (Stylized)	75-539,347	8/20/98