

10-21-1999

FORM PTO-1618A  
Expires 06/30/99  
OMB0651-0027



U.S. Department of Commerce  
Patent and Trademark Office  
TRADEMARK

101178941  
RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

MEP 10-19-99

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

Submission Type

- New
- Resubmission Document ID#  (Non-Recordation)
- Correction of PTO Error  
Reel #  Frame #
- Corrective Document  
Reel #  Frame #

Conveyance Type

- Assignment  License
- Security  Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other  Notice of Grant of Security Interest in Trademarks

Effective Date  
Month Day Year  
9/24/99

Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name  Just for Feet of Nevada, Inc.  9/24/99

Formerly

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other

Citizenship/State of Incorporation/Organization  Nevada

Receiving Party

Mark if additional names of receiving parties attached

Name  Bank of America, N.A., as Agent

DBA/AKA/TA

Composed of

Address (line 1)  101 N. Tryon Street

Address (line 2)  15<sup>th</sup> Floor, NC1-001-15-04

Address (line 3)  Charlotte  NC  28255  
City State/Country Zip Code

- Individual  General Partnership  Limited Partnership
- Corporation  Association

Other  A National Banking Association

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 DNGUYEN 00000262 1643104

FOR OFFICE USE ONLY

01 FC:481 40.00 OP  
02 FC:482 50.00 OP

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"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,643,104"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,643,103"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,644,032"/>	<input type="text"/>	<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:

#

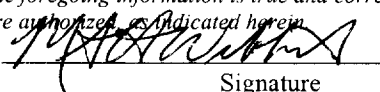
Authorization to charge additional fees:

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,

JUST FOR FEET OF NEVADA, INC.,  
a Nevada 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:

**Just For Feet of Nevada, Inc.  
(Nevada Corporation)**

**U.S. Trademarks**

**Registered Marks**

<b>Mark</b>	<b>Registration No.</b>	<b>Registration Date</b>
JUST FOR FEET (Stylized)	1,643,104	4/30/91
JUST FOR FEET WORLD'S LARGEST ATHLETIC SHOE STORE (Stylized)	1,643,103	4/30/91
JUST FOR FEET WHERE THE 13TH PAIR IS FREE! (Stylized)	1,644,032	5/7/91