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CO-EXISTENCE AGREEMENT

WHEREAS, GMA ACCESSORIES, INC. ("GMA"), is the owner of the following trademark registrations for marks that incorporate the word CHARLOTTE: Registration #2,216,405, #2,217,341, #2,535,454, # 2,561,025, #2,412,360, #2,412,359, #2,412,361, #2,444,120, #2,412,362, and #2,682,145, and GMA has applied for registration in Class 24 (Serial # 77012104) and other classes (the "GMA Marks");

WHEREAS, the UNIVERSITY OF NORTH CAROLINA AT CHARLOTTE ("UNCC") is the owner of the following trademark registrations for marks that incorporate the word CHARLOTTE: Registration #1,727,518, #1,730,630, #2,743,638, #2,642,133, and #2,634,578 (the "UNCC Marks"); and

WHEREAS, the parties have been using their respective marks to identify goods in Class 25 (GMA owns two registrations in this class, #2,535,454 and #2,413,360, and UNCC owns two registrations in this class, #2,624,133 and #2,634,578).

Although the GMA Marks and the UNCC Marks incorporate the common term "CHARLOTTE," the UNCC Marks also incorporate either UNC (which is an acronym for University of North Carolina) or incorporate a distinctive design element (which is a depiction of a miner, UNCC's mascot), neither of these elements are contained in the GMA Marks.

The parties agree that these additional elements in the UNCC Marks gives the UNCC Marks a different meaning from that created by the GMA Marks.

The parties agree that the UNCC Marks, when viewed in their entirety, are understood by consumers to refer to the university located in Charlotte, North Carolina that is associated with the University of North Carolina system.

The parties agree that, as a large and well-known public university, consumers are familiar with UNCC and already recognize its name, logos and trademarks. And that the motivation behind consumer purchases of products bearing the trademarks of universities, sports, and similar organizations, is to identify with the university or team which significantly reduces the likelihood that any consumers would be confused between the parties' respective marks,

IT IS HEREBY STIPULATED AND AGREED by and between GMA and UNCC that:

1. UNCC's goods sold under the UNCC Marks are designed to reference UNCC.
2. UNCC's textile and other goods sold under the UNCC Marks are marketed primarily to students, prospective students, alumni, families of the same and athletic fans that want a souvenir of UNCC or a product that specifically identifies them with UNCC, as discussed above. See Int'l Order of Job's Daughters v. Lindeburg & Co., 208 U.S.P.Q. 718, 724 (9th Cir. 1980), cert. denied, 452 U.S. 941, 213 U.S.P.Q. 1056 (1981).
3. GMA's textiles goods sold under the GMA Marks do not in any way refer to or suggest UNCC.

4. The parties have been using their respective marks on their respective goods for a period of at least five years and there has not been a single incidence of actual confusion.
5. Confusion between the parties' textile and other goods identified by their respective marks does not now exist.
6. The parties will cooperate with each other and take whatever steps are necessary to insure that confusion is avoided in the future as GMA will not enter UNCC's channels of trade with respect to Class 24 textile goods sold under the CHARLOTTE mark.
7. UNCC consents to GMA's registration and use of the mark on textile goods in Class 24, in which UNCC is the prior registrant.
8. GMA consents to UNCC's continued registrations and use of the mark on clothing in Class 25, in which GMA is the prior registrant.
9. There is no likelihood of confusion between the parties' respective marks.
10. UNCC and GMA will cooperate to prevent confusion from occurring in the future.

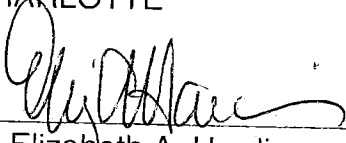
Dated: May 15, 2007

Dated: May 1, 2007

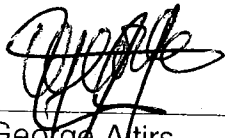
UNIVERSITY OF NORTH CAROLINA
AT CHARLOTTE

GMA ACCESSORIES, INC.

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