

TERMINATION OF SECURITY INTEREST AND RELEASE OF COLLATERAL

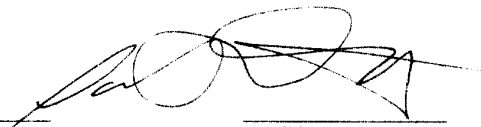
THIS TERMINATION OF SECURITY INTEREST AND RELEASE OF COLLATERAL is made effective as of December 31, 1997 (the "Effective Date") by NationsBank, N.A. (as successor by merger to The Boatmen's National Bank of St. Louis), as agent (herein "Agent") for itself and for each of the other lenders (collectively, the "Lenders") who are parties to that certain Loan Agreement, dated as of May 18, 1993, as amended (the "Loan Agreement"), by and among the Agent, the Lenders and S-M ACQUISITION, Inc. ("S-M Acquisition") and other borrowers (the "Borrowers").

WHEREAS, S-M ACQUISITION granted the Agent for the benefit of the Lenders a security interest in the trademark assets of S-M Acquisition pursuant to the Trademark Collateral Assignment and Security Agreement, dated as of January 13, 1994, which was filed in the United States Patent and Trademark Office on January 18, 1994 under Reel No. 1097, Frame No. 0079 (the "Assignment"), including without limitation, the trademarks described on Exhibit A attached hereto and incorporated herein by this reference (the "Collateral").

NOW, THEREFORE, the Agent hereby confirms, as of the Effective Date, that the Lenders and the Borrowers have entered into a new agreement whereby the Lenders have agreed to terminate their interest in the Collateral, and the Agent hereby (1) releases, discharges and disclaims, any lien, security interest, pledge and/or assignment created in its favor under the Assignment, or otherwise, which burdens the Collateral, and (2) grants, assigns and conveys, without covenant or warranty, express or implied, all of the Agent's rights, title and interest in the Collateral to S-M Acquisition.

IN WITNESS WHEREOF, the undersigned has caused this Termination of Security Interest and Release of Collateral to be executed by a duly authorized representative as of the date first written above.

NATIONSBANK, N.A. (as successor by merger
to The Boatmen's National Bank of St. Louis),
As Agent

By 
Name: JUANA CAZORLA
Title: VICE PRESIDENT

STATE OF MISSOURI)
) ss:
CITY OF ST. LOUIS)

On this 31st day of December, 1997, personally before me came Juan H. Garcia, known to me, and known to me to be the person described and who signed the annexed assignment, and, being duly sworn, acknowledged that s/he executed the same.

CHERYL A. SMITH
Notary Public - Notary Seal
STATE OF MISSOURI
St. Louis County
My Commission Expires: Sept. 22, 2001

Cheryl A. Smith
Notary Public

(SEAL)

EXHIBIT A

Trademark Registration Nos.

734,877
865,718
1,239,993
1,484,143
1,369,966
1,250,184
855,939