

Mad 9-11-98

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

09-14-1998

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

RECEIVED



100827185

98 SEP 11 1998 RECORDATION FORM COVER SHEET
ASSIGNMENT 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 Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year
- Merger
- Change of Name
- Other Release of security interest

Conveying Party

Mark if additional names of conveying parties attached

Name BankBoston, N.A., as Agent for the Lenders

Execution Date
Month Day Year
05 20 98

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization a national banking association

Receiving Party

Mark if additional names of receiving parties attached

Name Oliver & Winston, Inc.

DBA/AKATA

Composed of

Address (line 1) 900 W. Alameda Avenue

Address (line 2)

Address (line 3) Burbank

CA

91506

- Individual General Partnership Limited Partnership
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization California

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.)

FOR OFFICE USE ONLY

09/11/1998 DC00TES 00000136 1141271

01 FC-441
02 FC-442

40.00 BP
225.00 BP

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

TRADEMARK
REEL: 1786 FRAME: 0895

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"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="1,141,271"/>	<input type="text" value="1,353,929"/>	<input type="text" value="1,366,473"/>
<input type="text" value="989,295"/>	<input type="text" value="1,026,159"/>	<input type="text" value="934,470"/>
<input type="text" value="1,879,668"/>	<input type="text" value="128,169"/>	<input type="text" value="1,047,633"/>

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 Account

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.

Dana Kull, Esq.

9/9/98

Name of Person Signing

Signature

Date Signed

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional 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 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 the Assignment.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

1,382,684	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

U. S. Trademark/Service Mark Registrations

<u>Mark/File No.</u>	<u>Registration Number</u>	<u>Date Issued</u>
CALIFORNIAN 8626-042	1,141,271	11NO1980
FUN & MUD 8626-047	989,295	30JL1974
FUN & MUD II & Design 8626-037	1,879,668	21FE1995
SAM WINSTON 8626-040	1,353,929	13AU1985
WINNER 8626-046	1,026,159	02DE1975
WINNER (Stylized) 8626-049	128,169	23DE1969 (?)
WINSTON 8626-038	1,366,473	22OC1985
WINSTON 8626-048	934,470	23MY1972
WINSTON (Stylized) 8626-045	1,047,633	07SE1976
WINSTON TIRES & Design 8626-041	1,382,684	11FE1986

RELEASE OF TRADEMARK ASSIGNMENTS

Reference is made to that certain Security Interest (Trademarks) recorded as of June 12, 1997 in the United States Patent and Trademark Office at Reel 1592, frame 0069 (a copy of the Recordation Cover Sheet evidencing same is attached hereto as **Schedule 1**), made by Oliver & Winston, Inc. ("Winston"), in favor of BankBoston, N.A., as Agent for the Lenders (the "Agent").

WHEREAS, the Agent has agreed to release and terminate its security interests in the trademarks listed on the attached **Exhibit A**.

NOW, THEREFORE, in consideration of the foregoing and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Agent does hereby release and reassign to Winston the trademarks listed on **Exhibit A** hereto, and the goodwill associated therewith, and all rights pertaining thereto, without recourse, representation or warranty of any kind.

IN WITNESS WHEREOF, the Agent has caused this Release to be duly executed by its authorized officer or agent as of May 20, 1998.

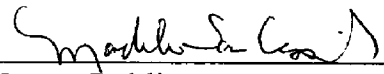
BANKBOSTON, N.A., as Agent

By: 

Name: Christopher B. Colson

Title: Managing Director

Sworn and subscribed before
me this 20 day of May 1998.



Notary Public

My commission expires:

10/5/98
[NOTARIAL SEAL]