

08-13-1999



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TRADEMARK

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8/19/99

RECORDATION FORM COVER SHEET 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
- Merger
- Change of Name
- Other

Effective Date
Month Day Year
03 31 1999

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year
03 31 1999

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

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.)

Other

Citizenship/State of Incorporation/Organization

08/11/1999 DCOATES 00000264 74697272

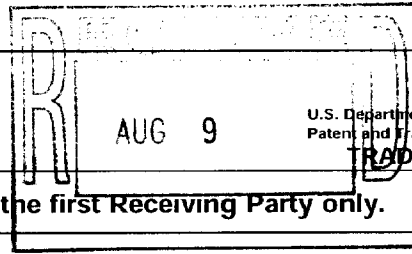
FOR OFFICE USE ONLY

01 FC:481 40.00 DP
02 FC:482 75.00 DP

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

REEL: 001942 FRAME: 0486



Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name Jenna M. Jones

Address (line 1) Robinson, Bradshaw & Hinson, P.A.

Address (line 2) 101 North Tryon Street

Address (line 3) Suite 1900

Address (line 4) Charlotte, North Carolina 28246

Correspondent Name and Address

Area Code and Telephone Number (704) 377-8390

Name Grace Keel

Address (line 1) Robinson, Bradshaw & Hinson, P.A.

Address (line 2) 101 North Tryon Street

Address (line 3) Suite 1900

Address (line 4) Charlotte, North Carolina 28246

Pages

Enter the total number of pages of the attached conveyance document including any attachments. # 3

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)

74697272
74731157

1793293
1790717

Number of Properties

Enter the total number of properties involved. # 4

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$ 115.00

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: # 500327

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.

Jenna M. Jones
Name of Person Signing

Jenna M. Jones
Signature

6.4.99
Date Signed

SHORT FORM TRADEMARK COLLATERAL ASSIGNMENT

WHEREAS, SJL of California, L.P. (the "Pledgor"), a Delaware limited partnership, has adopted, used and is using the marks that are listed on **Schedule A** attached hereto that are registered or have pending registrations in the United States Patent and Trademark Office as set forth on **Schedule A** attached hereto; and

WHEREAS, the Pledgor has contemporaneously with the execution of this Short Form Trademark Collateral Assignment ("Short Form Assignment") entered into an Amended and Restated Credit Agreement (the "Credit Agreement") and an Amended and Restated Trademark Collateral Assignment and Security Agreement (the "Trademark Collateral Assignment"), both dated as of March 31, 1999, in which the Pledgor has agreed with First Union National Bank (the "Agent"), of One First Union Center, 301 South College Street, Charlotte, North Carolina 28288-0735, in its capacity as agent for the Lenders listed from time to time on Annex 1 to the Credit Agreement (the "Lenders") to execute this Short Form Assignment.

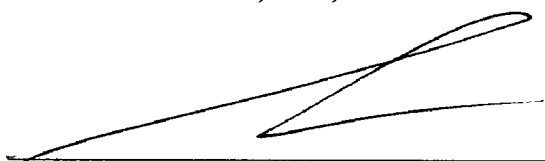
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Pledgor does hereby grant to the Agent, for the benefit of the Lenders, according to the terms of the Trademark Collateral Assignment, a security interest in its right, title and interest in and to the marks, together with the goodwill of the businesses symbolized by the marks and the registrations thereof, to secure the payment, observance and performance of the Credit Obligations (as such term is defined in the Credit Agreement referred to above).

This Short Form Assignment is executed and delivered for recording purposes only, to provide notice of the collateral assignment and security interests in the Trademarks affected by the Trademark Collateral Assignment, and is subject in all respects to the terms and conditions of the Trademark Collateral Assignment.

SJL OF CALIFORNIA, L.P.

By: SJL of California, Inc., its General Partner

By:



George D. Lilly, Chairman

STATE OF NORTH CAROLINA
COUNTY OF MECKLENBURG

Before me, Grace Howe Keel, appeared George D. Lilly, the person who signed this instrument, who acknowledged that he signed it as a free act on behalf of the identified corporation.

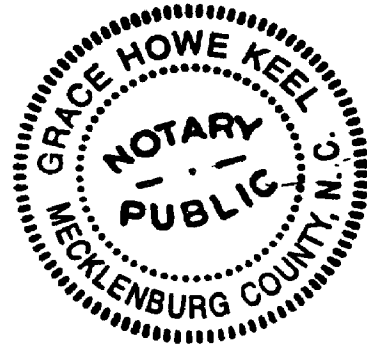
This 31st day of March, 1999.

Grace Howe Keel
Notary Public

(Seal)

My Commission Expires Sept. 2, 2002

My Commission Expires: _____



SCHEDULE A

I. REGISTERED TRADEMARKS

MARK	REG. NO.	DATE ISSUED
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KSBY6 (typed design)	1,793,293	September 28, 1993
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KSBY6 (logo)	1,790,717	August 31, 1993
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II. PENDING TRADEMARK REGISTRATIONS

MARK	APPLN. NO.	DATE FILED
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6 KSBY (design)	74/697,272	July 5, 1995
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6 KSBY (design)	74/731,157	September 19, 1995
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III. MATERIAL UNREGISTERED TRADEMARKS

MARK

NONE