

09-02-1999



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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
06 30 99

9-1-99

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year
06 30 99

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

Other

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.)

FOR OFFICE USE ONLY

9/02/1999 MTHAI1 00000064 1247383

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: 001951 FRAME: 0987

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name Gary D. Samson, Esq.

Address (line 1) Orrick, Herrington & Sutcliffe LLP

Address (line 2) 777 South Figueroa Street

Address (line 3) Suite 3200

Address (line 4) Los Angeles, CA 90017

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.

7

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)

Three empty boxes for Trademark Application Number(s).

1247383 1266622 1929443
1929574
Empty boxes for Registration Number(s).

Number of Properties

Enter the total number of properties involved.

4

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 115⁰⁰

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.

Joel Kabakoff

Name of Person Signing

Signature

Signature

8/30/99

Date Signed

GRANT OF SECURITY INTEREST

TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of June 30, 1999 is executed by VisionQuest National, Ltd. ("Borrower"), in favor of Coast Business Credit®, a division of Southern Pacific Bank ("Lender").

A. Pursuant to a Loan and Security Agreement dated as of June 30, 1999 (the "Loan Agreement") between Borrower, VisionQuest Nonprofit Corporation and Lender, Lender has agreed to extend certain credit facilities to Borrower upon the terms and subject to the conditions set forth therein.

B. Borrower has adopted, used and is using the trademarks, more particularly described on Schedules 1-A and 1-B annexed hereto as part hereof, which trademarks are registered or subject to an application for registration in the United States Patent and Trademark Office (collectively, the "Trademarks");

C. Borrower has entered into a Security Agreement (Intellectual Property) dated the date hereof (the "Security Agreement") in favor of Lender; and

D. Pursuant to the Security Agreement, Borrower has granted to Lender a security interest in all right, title and interest of Borrower in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the customer lists and records related to the Trademarks and the applications and registrations thereof, and all proceeds thereof, including any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Obligations, as defined in the Security Agreement;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Borrower does hereby further grant to Lender a security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.

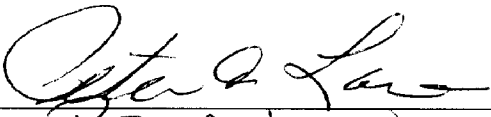
Borrower does hereby further acknowledge and affirm that the rights and remedies of Lender with respect to the security interest in the Collateral granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

Lender's address is:

Coast Business Credit®, a division of Southern Pacific Bank
12121 Wilshire Blvd.
Suite 1400
Los Angeles, California 90025-1176

IN WITNESS WHEREOF, Borrower has caused this Assignment to be executed as of the day and year first above written.

VISIONQUEST NATIONAL, LTD.

By: 
Name: PETER A. LENSE
Title: V.P.

ALL-PURPOSE ACKNOWLEDGMENT

STATE OF Arizona)
) ss.
COUNTY OF Pima)

On June 30, 1999, before me, Jana S. Clark, Notary Public
(Name and Title of Officer)

personally appeared Peter A. Larsen

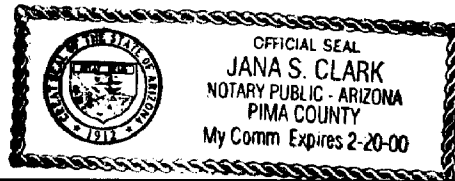
personally known to me
-or-

proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

[Handwritten Signature]

Signature Of Notary



OPTIONAL

Though the data below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent reattachment of this form.

CAPACITY CLAIMED BY SIGNER

- Individual
- Corporate Officer

Title(s)

- Partner(s) Limited
- Attorney-In-Fact General
- Trustee(s)
- Guardian/Conservator
- Other: _____

Signer is representing:

Name Of Person(s) Or Entity(ies)

DESCRIPTION OF ATTACHED DOCUMENT

Title Or Type Of Document

Number Of Pages

Date Of Document

Signer(s) Other Than Named Above

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST

TRADEMARKS

<u>Trademark</u>	<u>Jurisdiction</u>	<u>Reg. Date</u>	<u>Reg. No.</u>
VisionQuest	United States	8/2/83	1247383
Miscellaneous Design	United States	2/7/84	1266622
VisionQuest Buffalo Soldiers Boot & Hat	United States	10/24/95	1929443
Boot & Hat Camp (stylized)	United States	10/24/95	1929574

SCHEDULE 1-B TO GRANT OF SECURITY INTEREST
TRADEMARK APPLICATIONS

None.

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