09-13-2000

Form PTO-1594 RECORDATI TRADE

8-14-00

101455491

epartment of Commerce
and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Wells Fargo Business Credit, Inc.
[ ] Individual(s) [ ] Association
[ ] General Partnership [ ] Limited Partnership
[X] Corporation-State MN
[ ] Other:
Additional name(s) of conveying party(ies) attached?
[ ] Yes [X] No

2. Name and address of receiving party(ies):
Name: Wells Fargo Credit, Inc.
Internal Address:
Street Address: 100 East Wisconsin Avenue, Suite 1400
City: Milwaukee State: WI Zip: 53202
[ ] Individual(s) citizenship
[ ] Association
[ ] General Partnership
[ ] Limited Partnership
[X] Corporation-State MN
[ ] Other
If assignee is not domiciled in the United States, a domestic representative designation is attached: [ ] Yes [ ] No
(Designations must be a separate document from Assignment) Additional names(s) & address(es) attached?
[ ] Yes [X] No

3. Nature of conveyance:
[ ] Assignment [ ] Merger
[ ] Security Agreement [ ] Change of Name
[X] Other Assignment of Security Agreement

Execution Date: July 26, 2000

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)

Additional numbers attached?

B. Trademark registration No.(s)

2,312,552 2,167,710
2,167,711 1,741,477

[ ] Yes [X] No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Adam L. Brookman
Godfrey & Kahn, S.C.
Internal Address:
Street Address: 780 N. Water Street
City: Milwaukee State: WI Zip: 53202

6. Total number of applications and registrations involved:.....[4]

7. Total fee (37 CFR 3.41): $115.00
[X] Enclosed
[X] Authorized to be charged to deposit account for any deficiencies

8. Deposit account number: 07-1509

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

09/12/2000 MTHAI1 00000557 2312552

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

9. 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.

Adam L. Brookman
Name of Person Signing

Signature

8/11/00
Date

Total Number of pages, including cover sheet and attachments: [3]

MW441724_1.DOC

NOTICE OF ASSIGNMENT OF TRADEMARK SECURITY AGREEMENT

United States Patent and Trademark Office

Ladies and Gentlemen:

This Notice of Assignment of Security Agreement, dated as of July 26, 2000, is made by and between WELLS FARGO BUSINESS CREDIT, INC., formerly, Norwest Business Credit, Inc., a Minnesota corporation whose address and principal place of business is 100 East Wisconsin Avenue, Suite 1400, Milwaukee, Wisconsin 53202 (the "Old Secured Party"), and WELLS FARGO CREDIT, INC., a Minnesota corporation whose address and principal place of business is 100 East Wisconsin Avenue, Suite 1400, Milwaukee, Wisconsin 53202 (the "New Secured Party").

Pursuant to the Trademark Security Agreement, dated as of March 25, 1999, by PRINCE CORPORATION (the "Debtor"), and WELLS FARGO BUSINESS CREDIT, INC., formerly, Norwest Business Credit, Inc., (the "Secured Party"), the Debtor granted to the Secured Party a continuing security interest in and continuing lien upon, the trademark registrations and/or trademark applications listed in **Exhibit A**, attached hereto.

Please be advised that pursuant to an Assignment dated as of July 26, 2000 (the "Agreement"), by Old Secured Party and New Secured Party, the Old Secured Party has assigned to the New Secured Party the security interest in and continuing lien upon, the trademark registrations and/or trademark applications listed in **Exhibit A**.

Very truly yours,

WELLS FARGO CREDIT, INC.

By: _____

Name: Thomas J. Zak

Title: Vice President

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EXHIBIT A

UNITED STATES ISSUED TRADEMARKS AND SERVICE MARKS

REGISTRATIONS

Mark	Registration Number
MERCHANDISE PLUS	2,312,552
PRINCE	2,167,711
PRINCE COUNTRY	2,167,710
DEERLICIOUS	1,741,477

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