



Form PTO-1594
1-31-92

2.7.01

RE

101613219

U.S. DEPARTMENT OF COMMERCE
Patent 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):
Erickson's Diversified Corporation

Individuals Association
 General Partnership - Limited Partnership:
 Corporation - State: Wisconsin
 Other:

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):

Name: Bankers Trust Company

Internal Address: _____

Street Address: 130 Liberty Street

City: New York State: New York ZIP: 10006

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation- _____
 Other - Collateral Agent

3. Nature of conveyance:

Assignment Merger
 Security Interest Change of Name
 Other - _____

Execution Date: December 19, 2000

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 name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)
1457798

Trademark Registration No.(s)\
Please see attached Schedule A

Additional numbers attached? Yes No

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

Name: Brian Jaenicke, Legal Assistant

Internal Address: White & Case LLP

Street Address: 1155 Avenue of the Americas

City: New York State: NY ZIP: 10036

6. Total number of applications and registration involved: **6**

7. Total fee (37 CFR 3.41): \$ 165.00

Enclosed
 Authorized to be charged to deposit account, in case of deficiency

8. Deposit account number:
23-1705 (in case of deficiency)

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

DO NOT USE THIS SPACE

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.

Brian T. Jaenicke
Name of Person Signing

Brian T. Jaenicke
Signature

2/2/01
Date

Total number of pages comprising cover sheet: **1**

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

**Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231**

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

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01 FC:481 new york 449280 v1 [9m_001.doc]

40.00 OP

02 FC:482

125.00 OP

**TRADEMARK
REEL: 002234 FRAME: 0474**

SCHEDULE A

Federal TRADEMARK

REG. NO.

REG. DATE

MORE 4

1457798

09/15/87

*(THE FOLLOWING MARKS ARE USED UNDER LICENSE AND FRANCHISE
AGREEMENT WITH HOLIDAY STATION STORES, INC.)*

H AND DESIGN

1646287

05/28/1991

HOLIDAY

1819155

02/01/1994

HOLIDAY AND DESIGN

745976

02/26/1963

HOLIDAY AND DESIGN

1648311

06/18/1991

HOLIDAY EXPRESS

1371731

11/19/1985

**GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Erickson's Diversified Corporation, a Wisconsin corporation (the "Grantor") with principal offices at 7600 France Avenue South, P.O. Box 355, Minneapolis, Minnesota 55440-0355, hereby grants to Bankers Trust Company, as Collateral Agent, with principal offices at 130 Liberty Street, New York, New York 10006 (the "Grantee"), a security interest in (i) all of the Grantor's right, title and interest in and to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in the Security Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of December 19, 2000 (as amended from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Grantee shall, upon such satisfaction execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Marks acquired under this Grant.

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and

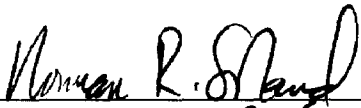
provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

* * *

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the

 day of December, 2000.

ERICKSON'S DIVERSIFIED CORPORATION, as
Grantor

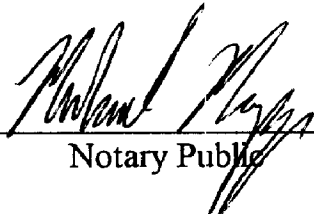
By 
Name: NORMAN R. SOLAND
Title: SECRETARY

BANKERS TRUST COMPANY,
as Collateral Agent and Grantee

By 
Name: SCOTTIE D. LINDSEY
Title: Vice President

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 18th day of December, 2000, before me personally came _____
Abram Sokol who, being by me duly sworn, did state as follows: that [s]he is
Secretary of Erickson's Diversified Corporation, that [s]he is authorized to execute the
foregoing Grant on behalf of said corporation and that [s]he did so by authority of the Board of
Directors of said corporation.



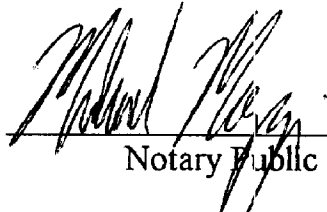
Notary Public

MICHAEL MAGGI
Notary Public, State of New York
No. 01MA6030598
Qualified in Queens County
Certificate Filed in New York County
Commission Expires Sept. 13, 1001

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 14th day of December, 2000, before me personally came _____

Scottie Lindsey
Vice President who, being by me duly sworn, did state as follows: that []he is
of Bankers Trust Company, that []he is authorized to execute the
foregoing Grant on behalf of said corporation and that []he did so by authority of the Board of
Directors of said corporation.



Notary Public

MICHAEL MAGGI
Notary Public, State of New York
No. 01MA6030598
Qualified in Queens County
Certificate Filed in New York County
Commission Expires Sept. 13, 1001