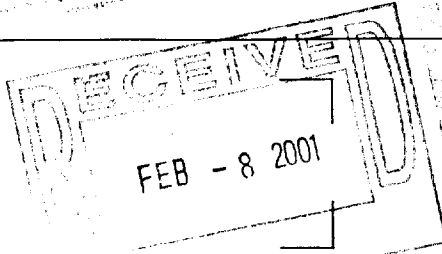


02-16-2001



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U.S. Department of Commerce
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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

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Reel # Frame #

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Reel # Frame #

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year

Merger

Change of Name

Other

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

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/AKATA

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

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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" value="75/356651"/>	<input type="text" value="75/356729"/>	<input type="text"/>	<input type="text" value="1241073"/>	<input type="text" value="1388243"/>	<input type="text" value="1133490"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2112863"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

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.

Elizabeth Bonds

Name of Person Signing

Elizabeth Bonds
Signature

2/8/01

Date Signed

THIRD SUPPLEMENTAL PATENT, TRADEMARK AND LICENSE MORTGAGE

THIS THIRD SUPPLEMENTAL PATENT, TRADEMARK AND LICENSE MORTGAGE (the "Third Supplemental") to those certain Patent, Trademark and License Mortgages dated as of November 9, 1993, February 21, 1994, January 3, 1996, that certain Supplemental Patent, Trademark and License Mortgage dated as of May 21, 1997, and that certain Second Supplemental Patent, Trademark and License Mortgage dated as of March 10, 1999 (the "Security Agreements") made by Saddleman, Inc., a Delaware corporation (the "Borrower") in favor of LaSalle National Bank (now known as LaSalle Bank National Association) (the "Lender"), with an office at 135 South LaSalle Street, Suite 425, Chicago, Illinois 60603.

WHEREAS, the Borrower and the Lender are parties to that certain Loan and Security Agreement dated as of November 9, 1993 (as the same has been and may be amended, restated, supplemented or otherwise modified from time to time, the "Loan Agreement"), pursuant to which the Lender has agreed to extend loans and certain other financial accommodations to the Borrower and the Borrower has granted to the Lender, a security interest in substantially all of the Borrower's assets, including, without limitation, its patents, patent applications, trademarks, trademark applications, tradenames, service marks, service mark applications and goodwill (collectively, "Patents and Trademarks"); and

WHEREAS, the Security Agreements were duly recorded in the United States Patent and Trademark Offices on November 15, 1993 in Reel/Frame #6806/0321 for patents and Reel/Frame #1078/0226 for trademarks; on February 24, 1994 in Reel/Frame #6949/0612 for patents and Reel/Frame #1139/0193 for trademarks; on January 16, 1996 in Reel/Frame #1472/0495; on May 28, 1997 in Reel/Frame #1589/0562; and on April 9, 1999 in Reel/Frame #1884/0491 for trademarks and Reel/Frame #9883/0310 for patents; and

WHEREAS, since the date of the Borrower's execution of the Security Agreements, the Borrower has acquired interests in certain additional Trademarks (the "New Trademarks") and certain additional Patents (the "New Patents"); and

WHEREAS, in accordance with Section 5 of the Security Agreements, the parties agree to amend the Security Agreements to confirm the inclusion of such New Trademarks and New Patents;

NOW, THEREFORE, for good and valuable consideration, the receipt and legal sufficiency of which are hereby acknowledged, the parties hereto hereby agree to amend the Security Agreements as follows:

1. Schedules. Exhibit A as referred to in the Security Agreements shall be deemed to refer to Exhibit A as amended by the addition of the New Trademarks scheduled on Amendment to Exhibit A attached hereto and Exhibit B referred to in the Security Agreements shall be deemed to refer to Exhibit B as amended by the addition of the New Patents scheduled on Amendment to Exhibit B attached hereto.
2. Effect of Amendment. Except as expressly amended by this Third Supplemental, the terms of the Security Agreements shall remain in full force and effect as executed.

IN WITNESS WHEREOF, the Borrower and the Lender have each caused this Third Supplemental to be duly executed and delivered by an officer thereunto duly authorized as of the date first above written.

SADDLEMAN, INC.

By *Ronald A. Friedman*
Its *Ranman*

Agreed and Accepted this 17th day of
February, 2001

**LASALLE BANK NATIONAL
ASSOCIATION**

By *R M*
Its *1ST VP/COUNSEL*

AMENDMENT TO EXHIBIT A

U.S. TRADEMARK REGISTRATIONS

<u>Mark</u>	<u>Reg. No.</u>	<u>Date Registered</u>
Wolf and design (running wolf logo with name)	1,241,073	06/07/1983
Wolf and Design (multiple wolf logo with name)	1,388,243	04/01/1986
Wolf	1,133,490	04/22/1980
Wolf (words and design)	2,112,863	11/11/1997

U.S. TRADEMARK APPLICATIONS

<u>Mark</u>	<u>Serial No.</u>	<u>Date Filed</u>
Wolf Head Logo	75/356,651	09/15/1997
Task-Ready	75/356,729	09/15/1997

AMENDMENT EXHIBIT B

U.S. PATENT REGISTRATIONS

<u>Patent</u>	<u>Serial No.</u>	<u>Date Filed</u>	<u>Date Issued</u>
Patent No. Des. 314,539 (automobile armrest)	369,916	June 22, 1989	February 12, 1991
Patent No. Des. 374,857 (bench seat console)	045,228	Oct. 13, 1995	October 22, 1996
Patent No. 5,238,284 (cargo area cover and load support)	848,824	March 10, 1992	August 24, 1993
Patent No. 5,620,040 (foldable cargo cover)	626,912	April 3, 1996	April 15, 1997
Patent No. 5,711,568 (retractable cargo cover)	596,939	Feb. 5, 1996	January 27, 1998
Patent No. Des. 388,050 (console insert)	049,939	Feb. 5, 1996	December 23, 1997
Patent No. Des. 373,987 (floor consoles)	045,240	Oct. 13, 1995	September 24, 1996
Patent No. Des. 324,953 (article holder for attachment to rear of vehicle seat)	369,911	June 22, 1989	March 31, 1992
Patent No. Des. 316,649 (automobile rear seat organizer)	369,917	June 22, 1989	May 7, 1991

U.S. PATENT APPLICATIONS

<u>Patent</u>	<u>Serial No.</u>	<u>Date Filed</u>	<u>Date Issued</u>
None			