

06-21-2001



101756026

6.05.01

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

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
06012001

Name GCG Members' Purchasing Committee, Inc.

Formerly _____

Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Georgia

Receiving Party

Mark if additional names of receiving parties attached

Name Branch Banking & Trust Company

DBA/AKA/TA _____

Composed of _____

Address (line 1) 200 West Second Street, Third Floor

Address (line 2) _____

Address (line 3) Winston-Salem North Carolina 27101

Individual General Partnership Limited Partnership Association

Corporation

Other _____

Citizenship/State of Incorporation/Organization North Carolina

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.)

06/20/2001 LMUELLER 00000156 500517 1774475

FOR OFFICE USE ONLY

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

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

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.

#

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"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1774475"/>	<input type="text" value="2260123"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2006301"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2232296"/>	<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.

Jennifer L. Collins

Name of Person Signing



Signature

June 5, 2001

Date Signed

**COLLATERAL ASSIGNMENT OF SECURITY INTEREST IN
PATENTS, TRADEMARKS AND RELATED APPLICATIONS**

THIS COLLATERAL ASSIGNMENT OF SECURITY INTEREST IN PATENTS, TRADEMARKS AND RELATED APPLICATIONS (this "Assignment") is made this 1st day of June, 2001, by and from GCG MEMBERS' PURCHASING COMMITTEE, INC., a Georgia corporation ("Assignor"), to and for BRANCH BANKING AND TRUST COMPANY, a North Carolina banking corporation ("Assignee").

WHEREAS, Assignor has filed federal trademark registration applications and/or received trademark registrations with respect to the trademarks listed on Schedule A attached hereto and incorporated herein by reference (collectively, the "Trademarks"); and

WHEREAS, Assignor desires to grant and convey unto Assignee a security interest in the Trademarks and all patents and other trademarks of the Assignor (the "Security Interest") in accordance with the Loan Agreement of even date herewith by and between Assignor and Assignee (the "Loan Agreement");

NOW, THEREFORE, in consideration of the mutual covenants, warranties and promises set forth in the Loan Agreement, and other good and valuable consideration, the full receipt and sufficiency of which are hereby acknowledged, Assignor hereby grants and conveys unto Assignee a first lien Security Interest in and to: (i) all trademarks, service marks, copyrights, patents and other intellectual property now owned or hereafter acquired by the Assignor, including, without limitation, the Trademarks (collectively, the "Intellectual Property"); (ii) any federal, state or foreign applications filed with respect to the Intellectual Property; (iii) any federal, state or foreign registrations issued or issuing with respect to the Intellectual Property; (iv) all proceeds of the Intellectual Property, including, but not limited to, any and all royalties and any claims and demands arising out of any infringement of the Intellectual Property, including the right to settle disputes concerning such claims and demands; and (v) all goodwill associated with the Intellectual Property.

Assignor hereby appoints Assignee, with full power of substitution, to file and record this Assignment, to transact all business in the United States Patent and Trademark Office in connection therewith, to receive any confirmatory documents relating thereto, and to take any and all action before the Patent and Trademark Office to give effect to this Assignment.

[SIGNATURE FOLLOWS ON A SEPARATE PAGE]

IN WITNESS WHEREOF, Assignor has duly executed this Assignment as of the day and year first above written.

GCG MEMBERS' PURCHASING COMMITTEE,
INC., a Georgia corporation

By: Carl H. Trieshmann (SEAL)
Carl H. Trieshmann, Secretary

[CORPORATE SEAL]

STATE OF GEORGIA

COUNTY OF FULTON

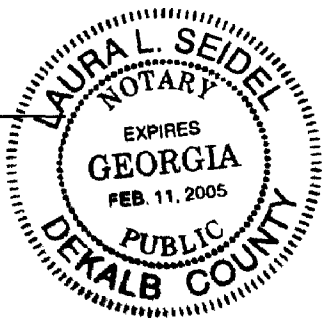
I, Laura L. Seidel, a Notary Public of DeKalb County, Georgia, do hereby certify that Carl H. Trieshmann personally came before me this day and acknowledged that he is the Secretary of GCG Members' Purchasing Committee, Inc., a Georgia corporation, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its Secretary and sealed with its corporate seal.

WITNESS my hand and notarial seal, this 1st day of June, 2001.

Laura L. Seidel
Notary Public

[NOTARY SEAL]

My commission expires:



Page 2 of 3

ATLANTA 258183v2

TRADEMARK
REEL: 002316 FRAME: 0907

SCHEDULE A

Assigned Trademarks

1. United States Patent and Trademark Office Registration No. 1,774,475 for the Mark THE GOLF CLUB OF GEORGIA and Design; issued on the Principal Register on June 1, 1993; the Mark is to be used in connection with providing recreation facilities in Int. Cl. 41 (U.S. Cl. 107).
2. United States Patent and Trademark Office Registration No. 2,006,301 for the Mark THE GOLF CLUB OF GEORGIA and Design in color; issued on the Principal Register on October 8, 1996; the Mark is to be used in connection with providing recreational facilities in Int. Cl. 41 (U.S. Cls. 100, 101 and 107).
3. United States Patent and Trademark Office Registration No. 2,232,296 for the Mark THE GEORGIA CUP; issued on the Principal Register on March 16, 1999; the Mark is to be used in connection with clothing, namely shirts, sweaters, hats and sweatshirts, in Int. Cl. 25 (U.S. Cls. 22 and 39).
4. United States Patent and Trademark Office Registration No. 2,260,123 for the Mark THE GEORGIA CUP; issued on the Supplemental Register on July 6, 1999; the Mark is to be used in connection with entertainment services, namely conducting golf tournaments, in Int. Cl. 41 (U.S. Cls. 100, 101 and 107).