

9-24-01

TR

U.S. Patent & TMO/TM Mail Rcpt Dt. #74



101861949

To: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies) thereof.

1. Name of conveying party(ies):
BANC OF AMERICA COMMERCIAL FINANCE CORPORATION
 Individual(s) Association
 General Partnership Limited
 Corporation-State: Delaware Partnership
 Other:
 Additional name(s) of conveying party(ies) attached?
 Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other: Notice of Assignment of Security Interest

Execution Date: September 30, 2000

2. Name and address of receiving party(ies):
 Name: WELLS FARGO BUSINESS CREDIT, INC.
 Street Address: 100 East Wisconsin Avenue
 Internal Address: Suite 1400, MAC N9811-143
 City: Milwaukee State: WI Zip: 53202
 Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State: Minnesota
 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 name(s) & address(es) attached? Yes No

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

 Additional numbers attached? Yes No

B. Trademark Registration No.(s)
1,909,159
1,212,731
1,196,672
 Additional numbers attached? Yes No

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

 Name: William K. Baxter
Godfrey & Kahn, S.C.
 Street Address: 780 North Water Street
 City: Milwaukee State: WI Zip: 53202

6. Total number of applications and registrations involved:.....[3]

 7. Total fee (37 CFR 3.41):\$90.00
 Enclosed
 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

09/28/2001 DBYRNE 00000057 1909159
 01 FC: A81 40.00 00
 02 FC: A82 50.00 00

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.

William K. Baxter
 Name of Person Signing

William K. Baxter
 Signature

9/19/01
 Date

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

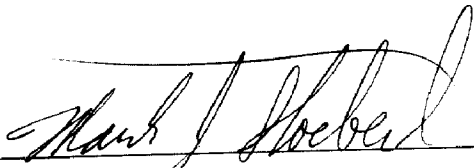
**NOTICE OF ASSIGNMENT OF SECURITY INTEREST IN
TRADEMARKS**

UNITED STATES PATENT AND TRADEMARK OFFICE

Please be advised that pursuant to an assignment dated September 30, 2000, WELLS FARGO BUSINESS CREDIT, INC. (the "Secured Party") has acquired a security interest in Trademarks from Banc of America Commercial Finance Corporation, through its Commercial Funding Division which original security interest was dated as of July 6, 2000, by ALLIED GATOR, INC. (the "Debtor") in favor of Banc of America Commercial Finance Corporation, through its Commercial Funding Division (the "Original Secured Party"), the Debtor has granted to the Secured Party, by virtue of the assignment, a continuing security interest in and continuing lien upon, the trademark registrations and/or trademark applications listed in **Exhibit A**, attached hereto.

The Secured Party, hereby acknowledges that the security interest in the foregoing trademark registrations and/or trademark applications (i) may only be terminated in accordance with the terms of that certain Loan and Security Agreement dated as of July 6, 2000 (the "Credit Agreement") among the Original Secured Party and the Debtor and certain affiliates of the Debtor, as assigned to Wells Fargo Business Credit, Inc. on September 30, 2000, and (ii) is not to be construed as an assignment of any trademark registration and/or trademark application.

WELLS FARGO BUSINESS CREDIT, INC.

By: 
Name: Mark J. Stoeberl
Title: Vice President

ALLIED GATOR, INC.

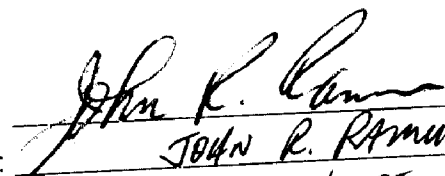

By: 
Name: John R. Ramon
Title: President

Exhibit A

TRADEMARKS OWNED BY ALLIED GATOR INC.

| MARK | REGISTRATION NUMBER | REGISTRATION DATE |
|--|---------------------|-------------------|
| ALLIED-ROTA-GATOR | 1,909,159 | 08/01/95 |
|  ALLIED-GATOR | 1,212,731 | 10/12/82 |
| ALLIED-GATOR | 1,196,672 | 06/01/82 |