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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

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

1. Name of conveying party(ies): 10-29-01 JM Family Enterprises, Inc.

- Individual(s) Association General Partnership Limited Partnership [X] Corporation-State Delaware Other

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

- Assignment Merger [X] Security Agreement Change of Name Other

Execution Date: June 11, 2001

2. Name and address of receiving party(ies) Name: First Union National Bank Internal Address: One First Union Center, 5th Floor Street Address: 301 South College Street City: Charlotte State: NC Zip: 28288

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State

[X] Other National Banking Association 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)

B. Trademark Registration No.(s) 2,314,379

Additional number(s) attached Yes No

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

Name: David C. Gryce Internal Address: Arent Fox Kintner Plotkin & Kahn, PLLC

Street Address: 1050 Connecticut Ave., NW City: Washington State: DC Zip: 20036

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$40.00 [X] Enclosed [] Authorized to be charged to deposit account

8. Deposit account number: 01-2300, Order No. 020071.00002

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

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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.

Sandra A. Riley Name of Person Signing

[Signature] Signature

Oct. 29, 2001 Date

Total number of pages including cover sheet, attachments, and document: 2

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

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TRADEMARK REEL: 002392 FRAME: 0664

SCHEDULE 5(f)(iii)

NOTICE OF

GRANT OF SECURITY INTEREST IN TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of June 11, 2001 (the "Security Agreement") by and among the Obligors thereto (each an "Obligor" and collectively, the "Obligors") and First Union National Bank, as Collateral Agent (the "Collateral Agent") for the benefited parties referenced therein (the "Benefited Parties"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademark shown below to the Collateral Agent for the ratable benefit of the Benefited Parties:

TRADEMARKS

<u>Trademark No.</u> 2,314,379	<u>Description of Trademark</u>	<u>Date of Trademark</u> 02-01-2000
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The Obligors and the Collateral Agent, on behalf of the Benefited Parties, hereby acknowledge and agree that the security interest in the foregoing trademark (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark.

Very truly yours,

JM FAMILY ENTERPRISES, INC.
Obligor

By: *Caren Snead*
 Name: Caren J. Snead
 Title: Assistant Secretary

Acknowledged and Accepted:

FIRST UNION NATIONAL BANK,
As Collateral Agent

By: *William R. Goley*
 Name: William R. Goley
 Title: VP