



101893231

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

1. Name of conveying party(ies):

WATER GIRL USA, INC.
WATER GIRL U.S.A., LLC
259 West Santa Clara Street
Ventura, California 93001

10/25/01

- Individuals(s)
- General Partnership
- Corporation/Organization -State **California**
- Other _____
- Association
- Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Security Agreement (Amendment)
- Other _____
- Merger
- Change of Name

Execution Date: **September 28, 2001**

2. Name and address of receiving party(ies)

Name: **UNION BANK OF CALIFORNIA, N.A., as Agent**
Internal Address:
Street Address: **445 S. Figueroa Street, 10th Floor**

City: **Los Angeles** State: **CA** ZIP: **90017-1602**

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

Other **a bank organized under the laws of the United States of America**

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 patent number(s):

A. Trademark Application No.(s)
Courage and Strength (Serial No. 76-123,714)
Water Gems (Serial No. 76-120,960)
Water Girl (Serial No. 76-078,629)
Water Gems (Serial No. 76-123,713)

B. Trademark Registration No.(s)
Shell Design (Registration No. 2,956,911)

Additional numbers attached? Yes No

US PATENT & TRADEMARK OFFICE
RECEIVED
OCT 25 10 59 AM '01
76-123714

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

Mr. Sigi Hinojosa
Name: **Buchalter, Nemer, Fields & Younger**
Internal Address: _____
Street Address: **601 South Figueroa Street, 24th Floor**
City: **Los Angeles** State: **California** ZIP: **90017**



10-25-2001

U.S. Patent & TMOc/TM Mail Rpt. Dt. #40

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41) \$ **140⁰⁰**

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

20-0052

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

76-123714
BUCHALTER, NEMER, FIELDS & YOUNGER
11/05/2001
01 FC:401
02 FC:402

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.

Christine E Wilson
MR. SIGI HINOJOSA
Name of Person Signing

Christine E Wilson
Signature

October 19, 2001

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

**FIRST AMENDMENT TO MEMORANDUM OF SECURITY INTEREST
IN TRADEMARKS AND GOODWILL**

This FIRST AMENDMENT TO MEMORANDUM OF SECURITY INTEREST IN TRADEMARKS AND GOODWILL (this "Amendment") amends and shall be considered part of that certain Memorandum of Security Interest in Trademarks and Goodwill (the "Agreement"), dated as of May 1, 2000, executed by WATER GIRL USA, INC., a California corporation ("Water Girl Inc."), whose address is 259 West Santa Clara Street, Ventura, California 93001 and WATER GIRL U.S.A., LLC, a California limited liability company ("Water Girl LLC"), whose address is 259 West Santa Clara Street, Ventura, California 93001 (collectively, the "Grantors") in favor of the several financial institutions (individually, a "Bank" and collectively, the "Banks") from time to time party to that certain Amended and Restated Revolving and Term Credit Agreement, dated as of September 28, 2001 (as amended, modified or otherwise supplemented upon from time to time, the "Credit Agreement"), Union Bank of California, N.A. ("Union"), a bank duly organized and existing under the laws of the United States of America, and Bank of America, N.A., a bank duly organized and existing under the laws of the United States of America, as the issuers of the Letters of Credit (as defined in the Credit Agreement) (collectively, the "Issuing Banks"), and Union, as agent for the Banks and the Issuing Banks (Union, in such capacity, is referred herein as the "Agent"), which was filed and recorded in the United States Patent and Trademark Office on September 14, 2000 and was designated Reel 002183 Frame 0973 as a reference number.

The terms and conditions of the security interest granted hereby are contained in (i) the Intellectual Property Security Agreement, dated as of May 1, 2000, executed by Water Girl Inc. in favor of the Agent, the Banks, and the Issuing Banks, and (ii) the Intellectual Property Security Agent, dated as of May 1, 2000, executed by Water Girl LLC in favor of the Agent, the Banks and the Issuing Banks, as security for such Grantors' performance of such Grantors' obligations as set forth in the applicable Intellectual Property Security Agreement and other agreements referred to therein.

The Agreement is hereby amended as follows:

1. Schedule A of the Agreement is hereby amended by adding the trademarks and trademark registrations and applications therefor which are identified on Schedule A-1 attached hereto and incorporated hereby, to the list of trademarks set forth on Schedule A.

IN WITNESS WHEREOF, the undersigned has duly executed this document as of the 28th day of September, 2001.

WATER GIRL USA, INC.
a California corporation

By: Robert S. Kelleher
Name: Robert S. Kelleher
Title: Chief Financial Officer

WATER GIRL U.S.A., LLC,
a California limited liability company

By: Robert S. Kelleher
Name: Robert S. Kelleher
Title: Chief Financial Officer

SCHEDULE A-1

Federal Trademark Registrations

	<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
1.	Shell Design	2,356,910	06/13/00

Federal Trademark Applications

	<u>Mark</u>	<u>Serial No.</u>	<u>Filing Date</u>
1.	Courage and Strength are not, etc.	76-123714	09/06/00
2.	Water Gems	76-120960	09/01/00
3.	Water Gems	76-123713	09/06/00
4.	WATER GIRL	76-078629	6/22/00