

11-21-2001

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Docket No.: 002328.0658



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11-13-2001

U.S. Patent & TMO/TM Mail Rcpt Dt. #01

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

1. Name of Party(ies) conveying an interest:

TUCHMAN CLEANERS, INC.

11.13.01

2. Name and Address of Party(ies) receiving an interest:

THE PRUDENTIAL INSURANCE COMPANY OF AMERICA
Four Embarcadero Center, Suite 2700
San Francisco, California 94111-4180

- Individual(s)
- General Partnership
- Corporation - Indiana
- Other

- Association
- Limited Partnership

- Individual
- General Partnership
- Corporation
- Other - New Jersey Mutual Insurance Company
- Citizenship

- Association
- Limited Partnership

3. Interest Conveyed:

- Assignment
- Security Agreement
- Other

- Change of Name
- Merger

If not domiciled in the United States, a domestic representative designation is attached:

- Yes
- No

Execution Date: October 1, 2001

4. Application number(s) or registration number(s). Additional sheet attached?

Yes X No

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1,677,036

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

Name: Luke Weedon, Esq.
Baker Botts L. L.P.
Address: 2001 Ross Avenue, Suite 600
City: Dallas
State: Texas Zip: 75201-2980

6. Number of applications and registrations involved: One (1)

7. Amount of fee enclosed or authorized to be charged: \$40.00

8. Deposit account number (Attach duplicate copy of this form 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.

Luke Weedon
Name of Person Signing

Luke Weedon
Signature

11/1/01
Date

Total number of pages including cover sheet

4

OMB No. 0651-0011 (exp. 4/94)

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A.C.



11-13-2001

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ASSIGNMENT OF SECURITY INTEREST IN TRADEMARKS

October 1, 2001

Pursuant to a Security Agreement (the "**Security Agreement**"), dated as of September 30, 2001, Tuchman Cleaners, Inc., an Indiana corporation ("**Grantor**"), whose address is 4401 North Keystone Avenue, Indianapolis, Indiana 46205, as assignor, hereby grants and assigns to The Prudential Insurance Company of America, as Collateral Agent, whose address is Four Embarcadero Center, Suite 2700, San Francisco, California 94111-4180, Attention: Managing Director, as assignee, a continuing security interest in and a continuing lien upon, all trademarks and service marks, registrations and applications for registration now owned or hereafter acquired by Grantor, together with the goodwill associated therewith (the "**Goodwill**"), including without limitation the below listed registrations and applications for registration:

Registrations

<u>Registration Number</u>	<u>Jurisdiction of Registration</u>	<u>Issue Date</u>	<u>Mark</u>
5009-8937	Indiana	August 7, 1998	COATS FOR KIDS
5009-2902	Indiana	March 8, 2001	TUCHMAN CLEANERS and Design
2001-0321	Indiana	June 7, 2001	TUCHMAN CLEANERS and Design
2001-0322	Indiana	June 7, 2001	TUCHMAN CLEANERS and Design
5009-2901	Indiana	March 8, 2001	TUCHMAN CLEANERS and Design
5009-2900	Indiana	March 8, 2001	TUCHMAN CLEANERS and Design
1677036	United States of America	February 25, 1992	TUCHMAN CLEANERS and Design

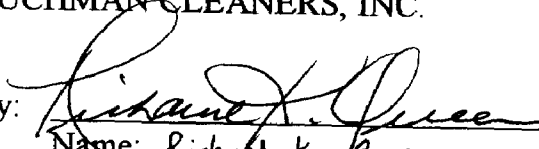
The Collateral Agent's security interest in the trademarks, service marks, registrations, applications for registration and Goodwill can be terminated only in accordance with the terms of the Security Agreement.

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IN WITNESS WHEREOF, this Assignment has been duly executed and delivered as of the date and year first above written.

TUCHMAN CLEANERS, INC.

By:


Name: Richard K. Ruceen
Title: Executive Vice President

ACKNOWLEDGMENT:

STATE OF CALIFORNIA

COUNTY OF Santa Clara

On this 1st day of October, 2001 before me, a Notary Public for the State and County aforesaid, came Richard K. Queen, to me known and known to be the Chief Operating Officer of Tuchman Cleaners, Inc., an Indiana corporation, and he acknowledged to me that he executed the foregoing Assignment pursuant to authority duly vested in him by said corporation.

Yvette M. Toland
Notary Public

