

Resubm.
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TRADEMARKS ONLY

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

Resubm

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
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):
Shawmut Capital 2-1-02
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Delaware
 Other _____
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Fleet Capital Corporation
Internal
Address: Loan Administration Manager
Street Address: 15260 Ventura Blvd., #400
City: Sherman Oaks State: CA Zip: 91403
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Rhode Island
 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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
Execution Date: 8/31/01

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s) 1947285; 1044790; 1055406; 0676984; 1055407; 1055406; 0887386
Additional number(s) attached Yes No

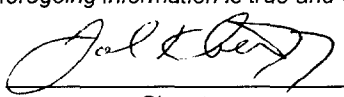
5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Gary D. Samson, Esq.
Internal Address: _____
Orrick, Herrington & Sutcliffe LLP
Street Address: 777 S. Figueroa Street
Suite 3200
City: Los Angeles State: CA Zip: 90017

6. Total number of applications and registrations involved: 7

7. Total fee (37 CFR 3.41).....\$ 190.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 190 E
(Attach duplicate copy of this page if paying by deposit account)

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.
Joel Kabakoff  1/30/02
Name of Person Signing Signature Date
Total number of pages including cover sheet, attachments, and document: 7

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

**Amendment to Collateral Patent, Trademark and License Agreement
(Trademarks)**

This Amendment to Collateral Patent, Trademark and License Agreement is entered into as of August 31, 2001 by and between SIERRACIN CORPORATION, a Delaware corporation (“Assignor”), and FLEET CAPITAL CORPORATION f/k/a Shawmut Capital Corporation (as successor to Barclays Business Credit, Inc. which was the assignee of California Federal Bank) (“Lender”).

A. Assignor and Lender previously entered into a Collateral Patent, Trademark and License Agreement dated March 9, 1990 (as amended, the “Agreement”).

B. The Agreement was entered into in connection with certain financial arrangements between Assignor and Lender.

C. Assignor and Lender have amended and restated the loan agreement regarding such financial accommodations and the Assignor and Lender wish to update the agreement as set forth herein.

D. The records of the United States Department of Commerce, Patent and Trademark Office currently list the assignee of the trademarks listed on the attached Exhibit “A” as “Shawmut Capital Corporation” and the parties wish to update the records to reflect Lender’s current name as well as add additional trademarks.

NOW THEREFORE, for good and valuable consideration, the parties agree as follows:

1. Assignee/Secured Party. The Agreement is hereby amended to provide that the assignee/secured party is:

FLEET CAPITAL CORPORATION
15260 Ventura Boulevard, Suite 400
Sherman Oaks, California 91403
Attn: Loan Administration Manager

2. Additional Trademarks. Schedule B to the Agreement is amended to **add** the following information:

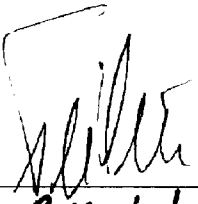
| TRADEMARKS¹ | | | | |
|-------------------------------|----------------|------------------|--|----------------------------------|
| Matter | Country | Issue No. | | Filing Date or Issue Date |
| "QUICKFIT" | USA | 1,947,285 | | 01/09/96 |
| "SIERRACLAD" | USA | 1,044,790 | | 07/27/96 |
| "S" | USA | 1,055,406 | | 01/04/77 |
| "K SEAL" | USA | 0,676,984 | | 04/14/59 |

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¹ The "K Seal" trademark has been registered by Harrison Manufacturing Company which is a division of Sierracin Corporation.

IN WITNESS WHEREOF, this Amendment has been duly executed on the day and year specified at the beginning of this Amendment.

SIERRACIN CORPORATION

By 
Its CEO and President

FLEET CAPITAL CORPORATION


By 
Its MATTHEW R. VAN STEENHUYSE
SENIOR VICE PRESIDENT

Exhibit "A"

| TRADEMARKS | | | | |
|-------------|---------|-----------|--------|---------------------------|
| Matter | Country | Issue No. | Status | Filing Date or Issue Date |
| "SIERRACIN" | USA | 1,055,407 | ISSUED | 01/04/77 |
| "S" | USA | 1,055,406 | ISSUED | 01/04/77 |
| "SIERRACIN" | USA | 0,887,386 | ISSUED | 03/10/70 |

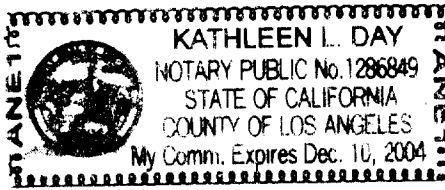
CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

STATE OF CALIFORNIA)
) ss.
COUNTY OF Los Angeles)

On Sept 10, 2001, before me, Kathleen L. Day, Notary Public,
Date Name and Title of Officer (e.g. "Jane Doe, Notary Public")
personally appeared Christoph Tribull,
Name of Signer(s)

personally known to me – OR – proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal



Kathleen L. Day

Signature of Notary Public

OPTIONAL

Though the data below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent reattachment of this form.

CAPACITY(IES) CLAIMED BY SIGNER(S)

- Individual
- Corporate Officer
CEO
Title(s)
- Partner(s) Limited
 General
- Attorney-In-Fact
- Trustee(s)
- Guardian/Conservator
- Other: _____

DESCRIPTION OF ATTACHED DOCUMENT

Trademark Agreement
Title or Type of Document

Number of Pages

Date of Document

Signer is Representing:
Name of Person(s) or Entity(ies)
Sierracin Corporation

Signer(s) Other Than Named Above

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

STATE OF CALIFORNIA)
)
) SS.
COUNTY OF Los Angeles)

On Sept 14, 2001, before me, Merly D. Dee, Notary Public,
Date Name and Title of Officer (e.g. "Jane Doe, Notary Public")

personally appeared Matthew R. Van Steenkuyse,
Name of Signer(s)

personally known to me – OR – proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/~~are~~ subscribed to the within instrument and acknowledged to me that he/~~she~~/they executed the same in his/~~her~~/their authorized capacity(ies), and that by his/~~her~~/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.



Merly D. Dee

Signature of Notary Public

OPTIONAL

Though the data below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent reattachment of this form.

| CAPACITY(IES) CLAIMED BY SIGNER(S) | | DESCRIPTION OF ATTACHED DOCUMENT |
|---|----------------------------------|----------------------------------|
| <input type="checkbox"/> Individual | | _____ |
| <input type="checkbox"/> Corporate Officer | | _____ |
| _____ | Title(s) | Title or Type of Document |
| <input type="checkbox"/> Partner(s) | <input type="checkbox"/> Limited | _____ |
| | <input type="checkbox"/> General | Number of Pages |
| <input type="checkbox"/> Attorney-In-Fact | | _____ |
| <input type="checkbox"/> Trustee(s) | | Date of Document |
| <input type="checkbox"/> Guardian/Conservator | | _____ |
| <input type="checkbox"/> Other: _____ | | _____ |
| Signer is Representing: | | _____ |
| Name of Person(s) or Entity(ies) | | Signer(s) Other Than Named Above |
| _____ | | _____ |
| _____ | | _____ |