

02-20-2002



2.1.02

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

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IM COVER SHEET TRADEMARKS ONLY

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): Congress Financial Corporation Western

2. Name and address of receiving party(ies) Name: Gottschalks, Inc. Street Address: 7 River Park Place East City: Fresno State: CA Zip: 93720

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

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other Termination of Security Execution Date: Feb. 1, 2002 Interest

Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Delaware Other If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

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

B. Trademark Registration No.(s) 2084494

Additional number(s) attached Yes No

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

Name: Josh S. Ridout Internal Address: Paul, Hastings, Janofsky & Walker LLP Street Address: 555 South Flower St. 23rd Floor City: Los Angeles State: CA Zip: 90071

6. Total number of applications and registrations involved: 6

7. Total fee (37 CFR 3.41) \$ 165.00 Enclosed Authorized to be charged to deposit account

8. Deposit account number: 16-0752 (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.

Josh S. Ridout Name of Person Signing

Signature

2/1/02 Date

Total number of pages including cover sheet, attachments, and document: 4

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

02/20/2002 TDIAZ1 00000015 2084494

01 FC:481 40.00 OP 02 FC:482 125.00 OP

TRADEMARK REEL: 002445 FRAME: 0793

Recordation Form Cover Sheet: Additional Registration Numbers

Trademark Name	Registration Number
Sarah Bentley	2,152,922
Robert Lawrence	2,013,810
55 Plus Account	2,076,567
Harris Underground (Stylized)	1,526,249
Harris Prestige (and Design)	1,525,849

RELEASE OF SECURITY INTEREST OF TRADEMARKS

This Release of Security Interest is dated as of February 1, 2002. Reference is hereby made to the Collateral Assignment of Trademarks (the "Trademark Grant") by and between Gottschalks, Inc., a Delaware corporation ("Grantor"), and Congress Financial Corporation Western (the "Secured Party"), recorded with the United States Patent and Trademark Office on or about January 13, 1997 (Reel/Frame No. 1542/0911).

Secure Party hereby notifies, acknowledges to and agrees with Grantor that the security interest granted by Grantor to Secured Party pursuant to the terms of the Trademark Grant, including without limitations, the trademarks listed on the attached Schedule A, are terminated and released as of the date hereof, and that Secured Party hereby releases and forever discharges all of its right, title and interest of any kind or nature granted, assigned or conveyed pursuant to the Trademark Grant to such Trademark Collateral.

Such Secured Party releases all liens, pledges, security interests, charges and other encumbrances of whatever nature (collectively, "Encumbrances") on this Release of Security Interest including, without limitation, those Encumbrances created under or in connection with the Trademark Grant.

Such Secured Party hereby agrees to take such further actions and to execute such further documents as Grantor may reasonably request to effect and evidence this Release, including, without limitation, the execution of any filings, statements, amendments, recordations or other instruments required to maintain the applications or registrations of the Trademark Collateral and record the chain of title accordingly with the United States Patent and Trademark Office, subject, in each case to the Grantor's prior payment in full to the Secured Party of its costs and expenses (including reasonable fees and disbursements of counsel) incurred in connection therewith; provided, however, that Secured Party shall not be required to take any action which exposes the Secured Party to personal liability or which is contrary to applicable law.

IN WITNESS WHEREOF, Secured Party has caused this Release of Security Interest to be duly executed and delivered by its duly authorized officer as of the date first above written.

**CONGRESS FINANCIAL CORPORATION
WESTERN**

By: 

Name: D.B. LAUGHTON

Title: SVP

SCHEDULE A
TO
GRANT OF TRADEMARK SECURITY INTEREST

Registered Trademarks:

Registered Owner	Trademark Description (Class)	Registration Number	Registration Date
Gottschalks, Inc.	SHAVER LAKE	2,084,494	7/29/97
Gottschalks, Inc.	SARAH BENTLEY	2,152,922	4/21/98
Gottschalks, Inc.	ROBERT LAWRENCE	2,013,810	11/5/96
Gottschalks, Inc.	55 PLUS ACCOUNT	2,076,567	7/1/97
Gottschalks, Inc.	HARRIS UNDERGROUND (STYLIZED)	1,526,249	2/21/89
Gottschalks, Inc.	HARRIS PRESTIGE (AND DESIGN)	1,525,849	2/21/89

Schedule A

LAI:959311.1

RECORDED: 02/01/2002

**TRADEMARK
REEL: 002445 FRAME: 0796**