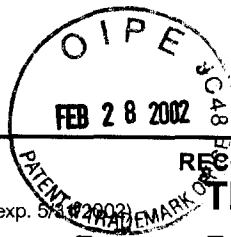


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(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2003)

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RECORDS
TRADE

DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

1. Name of conveying party(ies):
The Last Best Place Limited Partnership

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State **Ohio**
 Other _____

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

2. Name and address of receiving party(ies)
Name: The Provident Bank
Internal
Address: _____
Street Address: One East Fourth Street
City: Cincinnati State: OH Zip: 45202

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

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: February 19, 2002

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

B. Trademark Registration No.(s) _____
 1,845,246 and 1,879,361

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Stuart L. Sorenson, Esq.
 Internal Address: _____


 Luce, Forward, Hamilton & Scripps LLP
 Street Address: _____
 11988 El Camino Real, Suite 200
 City: San Diego State: CA Zip: 92130

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 65.00
 Enclosed **ch. no. 121535**
 Authorized to be charged to deposit account

8. Deposit account number:
 N/A

DO NOT USE THIS SPACE

9. Signature.
 Christine E. Baur, Esq.  February 28, 2002
 Name of Person Signing Signature Date

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

03/11/2002 TDIAZ1 00000115 1845246
01 FC:481 40.00 OP
02 FC:482 25.00 OP

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

TRADEMARK
REEL: 002459 FRAME: 0060

NUNC PRO TUNC
COLLATERAL ASSIGNMENT
FOR PURPOSES OF GRANTING A SECURITY INTEREST

THIS COLLATERAL ASSIGNMENT FOR PURPOSES OF GRANTING A SECURITY INTEREST is entered into this 1st day of February, 2002, by and between THE LAST BEST PLACE LIMITED PARTNERSHIP, an Ohio limited partnership ("DEBTOR") and THE PROVIDENT BANK, an Ohio banking corporation ("BANK"):

W I T N E S S E T H

WHEREAS, DEBTOR on April 8, 1994 became the owner of the service marks and/or trademarks and registrations thereof (or applications therefor) listed on Exhibit A, attached hereto and made a part hereof (hereinafter collectively referred to as the "Marks"); and

WHEREAS, BANK loaned funds to DEBTOR pursuant to a loan agreement dated as of July 31, 1996 between BANK and DEBTOR, and DEBTOR granted to BANK a security interest in the Marks pursuant to such loan agreement;

NOW, THEREFORE, TO ALL WHOM IT MAY CONCERN, be it known that for and in consideration of BANK'S loan to DEBTOR and other good and valuable consideration, the receipt of which is hereby acknowledged by DEBTOR, DEBTOR by these presents executes this Collateral Assignment for Purposes of Granting a Security Interest to BANK, nunc pro tunc, in DEBTOR'S entire rights, title and interest in and to the Marks, all registrations and applications for registration of the Marks (including all renewals and extensions thereof), DEBTOR'S right to recover for past infringement of the Marks and the goodwill of the business in connection with which the Marks are used and which is symbolized by the Marks. DEBTOR agrees to execute any additional documents requested by BANK in order to effect or record this nunc pro tunc Collateral Assignment for Purposes of Granting a Security Interest in the Marks.

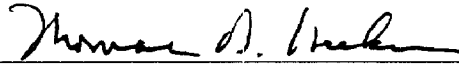
THE LAST BEST PLACE LIMITED PARTNERSHIP,
an Ohio limited partnership

By: The Last Best Place Management Company,
General Partner

By: 
Lucinda T. Heekin, President

STATE OF OHIO)
COUNTY OF HAMILTON) SS:

On this 19th day of February, 2002, before me personally appeared Lucinda T. Heekin, the President of the Last Best Place Management Company, General Partner of THE LAST BEST PLACE LIMITED PARTNERSHIP, an Ohio limited partnership, to me personally known to be the individual who executed the foregoing assignment and who acknowledged to me that she executed the same as a free act on behalf of THE LAST BEST PLACE LIMITED PARTNERSHIP for the purpose set forth therein.




Notary Public

My Commission Expires: Thomas D. Heekin, Attorney at Law
Notary Public, State of Ohio
My commission has no expiration date
Section 147.03 R. C.

ACCEPTED:

THE PROVIDENT BANK, an Ohio banking corporation

By: 

Its: Assistant Vice President

Dated: February 22, 2002

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EXHIBIT A

| | <u>MARK</u> | <u>JURISDICTION</u> | <u>REGISTRATION NO.</u> |
|----|---|----------------------------|--------------------------------|
| 1. | Last Best Place Catalog | United States | 1,845,246 |
| 2. | The Last Best Place Catalog Company (and design) | United States | 1,879,361 |
| 3. | The Last Best Place Catalog Company (and design) | Montana | 17603-144(30) |
| 4. | Last Best Place Catalog Company | Montana | 17602-144(29) |

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