

07-17-2003

Form PTO-1594 RI
(Rev. 10/02)
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U.S. DEPARTMENT OF COMMERCE
U.S. 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):
LakeWest Group, LLC

- Individual(s)
- General Partnership
- Corporation-State
- Other Limited Liability Company
- Association
- Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Notice of Security Interest
- Merger
- Change of Name

Execution Date: June 30, 2003

2. Name and address of receiving party(ies)

Name: Ark CLO 2000-1, Limited
Internal
Address: c/o Patriarch Partners, LLC
Street Address: 40 Wall Street, 25th Floor
City: New York State: NY Zip: 10005

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other Cayman Islands Exempted Company

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 registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,097,723

Additional number(s) attached Yes No

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

Name: Catherine Turgeon

Internal Address: _____

c/o Richards Spears Kibbe & Orbe LLP

Street Address: One World Financial Center

City: New York State: NY Zip: 10281

6. Total number of applications and registrations involved: _____

1

7. Total fee (37 CFR 3.41).....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: _____

(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.

Catherine Turgeon

Catherine Turgeon

June 30, 2003

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and document: 40.00

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

07/16/2003 01 FC:8521

TRADEMARK
REEL: 002778 FRAME: 0715

NOTICE OF SECURITY INTEREST IN
TRADEMARKS, SERVICE MARKS, PATENTS,
COPYRIGHTS AND APPLICATIONS THEREFOR

This Notice of Security Interest in Trademarks, Service Marks, Patents, Copyrights and Applications therefor is made as of June 30, 2003, by LAKEWEST GROUP, LLC, a Delaware limited liability company having its principal executive office at Republic Building, Suite 1700, 15 West Prospect Avenue, Cleveland, Ohio 44115 (the "Company") with reference to the following:

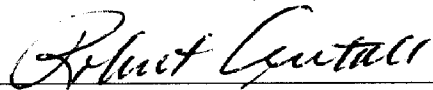
WHEREAS, the Company has entered into a Security Agreement (the "Agreement") dated June 30, 2003, a copy of which is attached hereto as Exhibit A, with Ark CLO 2000-1, Limited, an exempted company incorporated under the laws of the Cayman Islands, having a place of business at 40 Wall Street, New York, New York 10005, in its capacity as agent for itself and each of the other "Lenders" under that certain Loan Agreement referenced and defined in the Agreement (the "Agent");

WHEREAS, the Company has (a) adopted, used and is using the trademarks, service marks, patents and copyrights listed on Exhibit B attached hereto and (b) filed applications for the registrations of additional trademarks, service marks, patents and copyrights listed on said Exhibit B, which trademarks, service marks, patents and copyrights or the applications therefor are registered with the United States Patent and Trademark Office; and

WHEREAS, the Company has granted to the Agent a security interest in trademarks, service marks, patents and copyrights and the applications for pending trademarks, service marks, patents and copyrights on the terms and conditions set forth in the Agreement.

NOW, THEREFORE, for valuable consideration and pursuant to the terms and conditions set forth in the Agreement, notice is hereby given that pursuant to the Agreement, the Company has granted to the Agent a security interest in all trademarks, service marks, patents and copyrights and all applications for pending trademarks, service marks, patents and copyrights, including, without limitation, the registered trademarks, service marks, patents, copyrights and applications therefore listed on Exhibit B attached hereto and incorporated herein by reference.

LAKWEST GROUP, LLC

By: 
Name: ROBERT ANTALL
Title: CEO

ARK CLO 2000-1, LIMITED, as
Agent

By: Patriarch Partners, LLC, its
Collateral Manager

By: 

Name: Lynn Tilton

Title: Manager

Designation of Domestic Representative

Patriarch Partners, LLC, whose postal address is 40 Wall Street, 25th Floor, New York, NY 10005, is hereby designated Ark CLO 2000-1, Limited's representative upon whom notice or process in this proceeding may be served.

ARK CLO 2000-1, LIMITED

By: Patriarch Partners, LLC, its
Collateral Manager

By: 
Name: Lynn Tilton
Title: Manager

Date: June 30, 2003