

VIA FACSIMILE

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

**RECORDATION FORM COVER SHEET**  
**TRADEMARKS ONLY**

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

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

<p>1. Name of conveying party(ies): <u>Strategic Partners, Inc.</u></p> <p><input type="checkbox"/> Individual(s)      <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership      <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Corporation-State  <input type="checkbox"/> Other:</p> <p>Additional name(s) of conveying party(ies) attached?      <input type="checkbox"/> Yes  <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies): Name: <u>Fleet Capital Corporation</u></p> <p>Internal Address: Street Address: <u>15260 Ventura Blvd., Suite 400</u></p> <p>City: <u>Sherman Oaks</u> State: <u>CA</u>      Zip: <u>91403</u></p> <p><input type="checkbox"/> Individual(s) citizenship: _____  <input type="checkbox"/> Association: _____  <input type="checkbox"/> General Partnership: _____  <input type="checkbox"/> Limited Partnership: _____  <input checked="" type="checkbox"/> Corporation-State: _____  <input type="checkbox"/> Other: _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached:      <input type="checkbox"/> Yes  (Designations must be a separate document from assignment)      <input type="checkbox"/> No  Additional name(s) &amp; address(es) attached?      <input type="checkbox"/> Yes      <input checked="" type="checkbox"/> No</p>
<p>3. Nature of Conveyance:</p> <p><input type="checkbox"/> Assignment      <input type="checkbox"/> Merger  <input checked="" type="checkbox"/> Security Agreement      <input type="checkbox"/> Change of Name  <input type="checkbox"/> Other:</p> <p>Execution Date: <u>April 9, 2004</u></p>	

4. Application Number(s) or Registration Number(s):	
<p>A. Trademark Application No.(s): <u>76/392,001</u> <u>76/491,417</u> <u>76/513,123</u></p>	<p>B. Trademark Registration No.(s): <u>2,774,019</u> <u>2,692,696</u></p>
Additional numbers attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Eric Sanders, Esq.</u> <u>MORRISON &amp; FOERSTER LLP</u></p> <p>Internal Address: <u>Atty. Dkt.: 54846/3</u></p> <p>Street Address: <u>555 W. Fifth Street, Suite 3500</u></p> <p>City: <u>Los Angeles</u>      State: <u>CA</u>      Zip: <u>92509</u></p>	<p>6. Total Number of applications and registrations involved:      <u>19</u></p> <p>7. Total fee (37 CFR 3.41)      \$ <u>760.00</u></p> <p><input type="checkbox"/> Enclosed  <input type="checkbox"/> Authorized to be charged to Deposit Account  <input checked="" type="checkbox"/> Authorized to be charged to credit card  (Form 2038 enclosed)</p> <p>8. Deposit account number:      <u>03-1952</u>  (Attach duplicate copy of this page if paying by deposit account)</p>
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**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.*

<u>David T. Yang, Reg. No. 44,415</u>	<u>April 26, 2004</u>	
Name of Person Signing	Signature	Date

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

CH \$490.00 03-1962 76392001

LA-721084

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**TRADEMARK**  
**REEL: 002841 FRAME: 0583**

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Additional Conveying Parties (1. Continued):

Additional Receiving Parties (2. Continued):

Assignee Name:  
Internal Address:

Street Address:

City: State: Zip Code:

Additional Applications and/or Registration Numbers (4. Continued)

<p>Additional Application Number(s) 4A continued:</p> <p>76/462,558 76/471,593 76/497,886 76/515,076 76,515,474 76/515,078 76/515,079 76/515,077 76/516,379 76/521,458 76/521,457 76/522,414 76/538,443 76/554,299</p>	<p>Additional Registration Number(s) 4B continued:</p>
<p>Additional numbers attached?    <input type="checkbox"/> Yes    <input checked="" type="checkbox"/> No</p>	

## AMENDMENT TO TRADEMARK SECURITY AGREEMENT

This Amendment to Trademark Security Agreement is entered into as of April 9, 2004 by and between Strategic Partners, Inc., a California corporation, d/b/a Cherokee Uniforms ("Grantor"), and Fleet Capital Corporation ("Fleet").

A. Grantor and Fleet previously entered into a Trademark Security Agreement dated July 27, 1995 (as amended, the "Agreement") and certain documents, instrument and agreements related thereto (the "Trademark Documents").

B. The Agreement was entered into in connection with a Loan and Security Agreement dated July 27, 1995 between Grantor and Fleet (the "Original Loan Agreement"), which was subsequently amended and restated pursuant to the terms of an Amended and Restated Loan and Security Agreement dated as of March 13, 2001 (the "First Amended and Restated Loan Agreement").

C. The First Amended and Restated Loan Agreement is being amended and restated pursuant to the terms of a Second Amended and Restated Loan Agreement dated as of even date herewith (the "Second Amended and Restated Loan Agreement")

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

1. Secured Obligations. Grantor hereby reaffirms that the Agreement and all the collateral described therein and herein secures the Obligations (as defined in the Second Amended and Restated Loan Agreement).

2. Additional Trademarks. Attachment I of the Agreement is amended to add the following as registered trademarks and/or trademark applications in addition to all other such registered trademarks and/or trademark applications previously set forth therein:

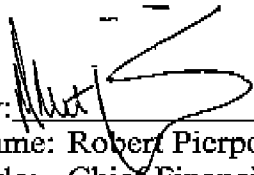
REGISTRATION NUMBER or SERIAL NUMBER	REGISTRATION DATE or FILING DATE	TITLE
2,774,019	10/14/2003	DBL
2,692,696	03/04/2003	R-Clogz
76/392,001	04/05/2002	Smart Clogs
76/491,417	02/24/2003	Plush Touch
76/513,123	05/09/2003	II Soft (stylized)
76/462,558	10/28/2002	Surf Scrubs
76/471,593	12/02/2002	Cherokee Medical
76/497,886	03/17/2003	Scrubs U
76/515,076	05/19/2003	P.J. Scrubs
76/515,474	05/19/2003	Pajama Scrubs
76/515,078	05/19/2003	Just Coast
76/515,079	05/19/2003	Scrub PJS
76/515,077	05/19/2003	Surf Scrubs Logo

76/516,379	05/22/2003	Inspired Comfort Award and design
76/521,458	06/09/2003	Micra Silk
76/521,457	06/09/2003	Durability Made Luxurious
76/522,414	06/16/2003	Beach Scrubs
76/538,443	08/19/2003	Scrub Solutions
76/554,299	10/27/2003	Pure Scrubs


**[Signature Page Following]**

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

**STRATEGIC PARTNERS, INC.**

By:  \_\_\_\_\_  
Name: Robert Pierpoint  
Title: Chief Financial Officer and Secretary

**FLEET CAPITAL CORPORATION,**  
for itself and as Agent

By   
Its \_\_\_\_\_

*Leslie Reuter*  
Senior Vice President