

Form PTO-1594
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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

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

1. Name of conveying party(ies):
Total Warehousing, Inc.

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

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

2. Name and address of receiving party(ies)
Name: Comerica Bank, as Collateral Agent
Internal
Address: North Park Center

Street Address: 8850 Boedeker Street

City: Dallas State: TX Zip: 75225

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

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: June 14, 2004

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)
76-282756

Additional number(s) attached Yes No

B. Trademark Registration No.(s)
2,624,314

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

Name: Heather M. Phillips, Paralegal
 Internal Address:
Robinson, Bradshaw & Hinson, P.A.
 Street Address: 101 N. Tryon Street, Suite 1900

 City: Charlotte State: NC Zip: 28246

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41) \$80.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
500327

(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.

Heather M. Phillips, Paralegal Heather M. Phillips June 15, 2004
 Name of Person Signing Signature Date

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

CH \$66.00 600327 76282756

**ASSIGNMENT AND GRANT OF SECURITY INTEREST
IN TRADEMARKS**

WHEREAS, Total Warehousing, Inc. (the "Pledgor") is the owner of the trademarks and service marks listed on Schedule A attached hereto, which marks are registered or have pending registrations in the United States Patent and Trademark Office as set forth on Schedule A attached hereto (all such trademarks, service marks, registrations and applications, collectively, the "Trademarks"); and

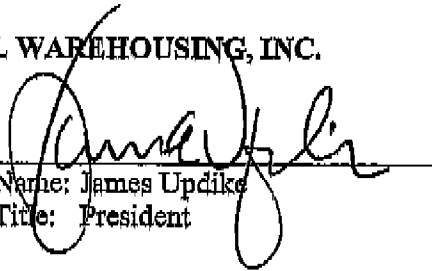
WHEREAS, the Pledgor has entered into a Pledge and Security Agreement (as amended, modified, restated or supplemented from time to time, the "Security Agreement"), dated as of June 14, 2004, in which the Pledgor has agreed with Comerica Bank, as Collateral Agent (the "Collateral Agent") and Wachovia Bank, National Association, as Administrative Agent to execute this Assignment;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, as security for the payment and performance of the Secured Obligations (as defined in the Security Agreement), the Pledgor does hereby assign and grant to the Collateral Agent a security interest in all of its right, title and interest in and to the Trademarks, and the use thereof, together with all proceeds and products thereof and the goodwill of the businesses symbolized by the Trademarks. This Assignment has been given in conjunction with the assignment and security interest granted to the Collateral Agent under the Security Agreement, and the provisions of this Assignment are without prejudice to and in addition to the provisions of the Security Agreement, which are incorporated herein by this reference.

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TOTAL WAREHOUSING, INC.

By:



Name: James Updike
Title: President

State of ARIZONA
County of Maricopa

Before me appeared JAMES E. Urdike, the person who signed this instrument, who acknowledged that he/she signed it as a free act on his/her own behalf or on behalf of the identified corporation or other juristic entity with authority to do so.

This 8th day of June, 2004.

Sandra L. Felman
Notary Public



Notary Public State of Arizona
Maricopa County
Sandra L. Felman
Expires May 05, 2005

(Seal)

My Commission Expires: 05-05-06

Schedule A**TRADEMARKS AND TRADEMARK APPLICATIONS**

<u>Pledgor</u>	<u>Mark</u>	<u>Application or Registration No.</u>	<u>Country</u>	<u>Issue or Filing Date</u>
Total Warehousing, Inc.	TOTAL WAREHOUSING	2,624,314	USA	06/19/2001
Total Warehousing, Inc.	TOTAL DISTRIBUTION	76-282756	USA	07/09/2001

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