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J.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):

Ferguson Copeland, L.L.C. as Collateral Agent

5-2-03

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

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

2. Name and address of receiving party(ies)

Name: Citicorp USA, Inc.

Internal Address: c/o The Citigroup Private Bank

Street Address: 153 East 53rd Street, 25th Floor, Zone 5

City: New York State: NY Zip: 10022

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

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: 4/3/03

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

A. Trademark Application No.(s) None

B. Trademark Registration No.(s) 2,142,657 2,226,457; 2,198,780; and 75/070,817

Additional number(s) attached Yes No

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

Name: Christopher McDermott, Esq.

Internal Address:

Street Address: Cadwalader, Wickersham & Taft LLP

227 West Trade Street, Suite 2400

City: Charlotte State: NC Zip: 28120

6. Total number of applications and registrations involved: 4

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

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Christopher McDermott, Esq.

Name of Person Signing

Signature

1-25-03

Date

Total number of pages including cover sheet, attachments, and document: 3

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

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TRADEMARK REEL: 002727 FRAME: 0658

MEMORANDUM OF SECURITY INTEREST IN TRADEMARKS

United States Department of Commerce
Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Ladies and Gentlemen:

Pursuant to a Security Agreement, dated as of April 3, 2003 (as amended, supplemented or otherwise modified from time to time, the "Security Agreement"), FERGUSON COPELAND, L.L.C., a North Carolina limited liability company (the "Assignor"), has granted to CITICORP USA, INC., as Assignee (the "Assignee") a continuing security interest in, and a continuing lien upon, the Trademarks (as such term is defined in the Security Agreement) including the trademarks listed on the annexed Exhibit A, and all applications, registrations, renewals and proceeds (including accounts receivable and royalties) thereof (the "Trademarks"), together with the goodwill of the business connected with the use of and symbolized by the Trademarks. The Assignee's security interest in the Trademarks can only be terminated in accordance with the terms of the Security Agreement.

Dated: April 3, 2003

Very truly yours,

FERGUSON COPELAND, L.L.C.

By: Donald B. Biggerstaff
Name: Donald B. Biggerstaff
Title: Vice President and COO/CFO

ACKNOWLEDGED BY:

CITICORP USA, INC.,
as Assignee

By: Patricia Schaupp
Name: PATRICIA SCHAUPP
Title: VICE-PRESIDENT

TRADEMARKS

<u>Serial No. or Registration No.</u>	<u>Issue or File Date (Renewal Date, if Applicable)</u>	<u>Mark</u>
2,142,657	March 10, 1998	Ferguson Copeland, Ltd.
2,226,457	February 23, 1999	AD LIB
2,198,780	October 20, 1998	Apropos
75/070,817	March 11, 1996	Lawrence Cox

TRADEMARK LICENSES

<u>Serial No. or Registration No.</u>	<u>Owner</u>	<u>Issue or File Date (Renewal Date, If Applicable)</u>	<u>Mark</u>
None			

TRADEMARK APPLICATIONS

<u>Serial Number</u>	<u>Filing Date</u>	<u>Mark</u>
None		