

01-31-2002



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

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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.

1-31-02

1. Name of conveying party(ies): Sierracin Corporation 1-31-02
Individual(s) Association General Partnership Limited Partnership Corporation-State Delaware Other

2. Name and address of receiving party(ies) Name: Fleet Capital Corporation Internal Address: Loan Administration Manager

Street Address: 15260 Ventura Blvd., #400 City: Sherman Oaks State: CA Zip: 91403

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

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

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other Amendment

Execution Date: 8/31/01

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) 1947285; 1044790; 1055406; 0676984

Additional number(s) attached Yes No

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

Name: Gary D. Samson, Esq.

Internal Address:

Orrick, Herrington & Sutcliffe LLP

Street Address: 777 S. Figueroa Street Suite 3200

City: Los Angeles State: CA Zip: 90017

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41): \$115.00

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.

Joel Kabakoff Name of Person Signing

Signature

1/30/02 Date

Total number of pages including cover sheet, attachments, and document: 7

02/01/2002 LMUELLER 00000002 1947285

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

01 FC:481 40.00 OP 02 FC:482 75.00 OP

TRADEMARK REEL: 002433 FRAME: 0143

**Amendment to Collateral Patent, Trademark and License Agreement
(Trademarks)**

This Amendment to Collateral Patent, Trademark and License Agreement is entered into as of August 31, 2001 by and between SIERRACIN CORPORATION, a Delaware corporation ("Assignor"), and FLEET CAPITAL CORPORATION f/k/a Shawmut Capital Corporation (as successor to Barclays Business Credit, Inc. which was the assignee of California Federal Bank) ("Lender").

A. Assignor and Lender previously entered into a Collateral Patent, Trademark and License Agreement dated March 9, 1990 (as amended, the "Agreement").

B. The Agreement was entered into in connection with certain financial arrangements between Assignor and Lender.

C. Assignor and Lender have amended and restated the loan agreement regarding such financial accommodations and the Assignor and Lender wish to update the agreement as set forth herein.

D. The records of the United States Department of Commerce, Patent and Trademark Office currently list the assignee of the trademarks listed on the attached Exhibit "A" as "Shawmut Capital Corporation" and the parties wish to update the records to reflect Lender's current name as well as add additional trademarks.

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

1. Assignee/Secured Party. The Agreement is hereby amended to provide that the assignee/secured party is:

FLEET CAPITAL CORPORATION
15260 Ventura Boulevard, Suite 400
Sherman Oaks, California 91403
Attn: Loan Administration Manager

2. Additional Trademarks. Schedule B to the Agreement is amended to **add** the following information:

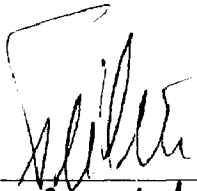
TRADEMARKS ¹				
Matter	Country	Issue No.		Filing Date or Issue Date
"QUICKFIT"	USA	1,947,285		01/09/96
"SIERRACLAD"	USA	1,044,790		07/27/96
"S"	USA	1,055,406		01/04/77
"K SEAL"	USA	0,676,984		04/14/59

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¹ The "K Seal" trademark has been registered by Harrison Manufacturing Company which is a division of Sierracin Corporation.

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

SIERRACIN CORPORATION

By 
Its CEO and President

FLEET CAPITAL CORPORATION

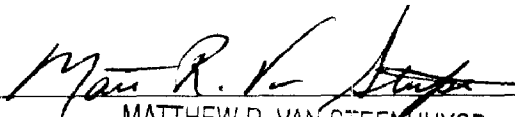
By 
Its MATTHEW R. VAN STEENHUYSE
SENIOR VICE PRESIDENT

Exhibit "A"

TRADEMARKS				
Matter	Country	Issue No.	Status	Filing Date or Issue Date
"SIERRACIN"	USA	1,055,407	ISSUED	01/04/77
"S"	USA	1,055,406	ISSUED	01/04/77
"SIERRACIN"	USA	0,887,386	ISSUED	03/10/70

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

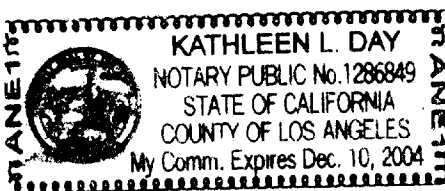
STATE OF CALIFORNIA)
) ss.
COUNTY OF Los Angeles)

On Sept 10, 2001, before me, Kathleen L. Day, Notary Public,
Date Name and Title of Officer (e.g. "Jane Doe, Notary Public")

personally appeared Christoph Tribull
Name of Signer(s)

personally known to me – OR – proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal



Kathleen L. Day

Signature of Notary Public

OPTIONAL

Though the data below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent reattachment of this form.

CAPACITY(IES) CLAIMED BY SIGNER(S)

- Individual
- Corporate Officer

CEO
Title(s)

- Partner(s) Limited
- General

- Attorney-In-Fact
- Trustee(s)
- Guardian/Conservator
- Other: _____

Signer is Representing:
Name of Person(s) or Entity(ies)

Sierracin Corporation

DESCRIPTION OF ATTACHED DOCUMENT

Trademark Agreement
Title or Type of Document

Number of Pages

Date of Document

Signer(s) Other Than Named Above

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

STATE OF CALIFORNIA)

COUNTY OF Los Angeles)

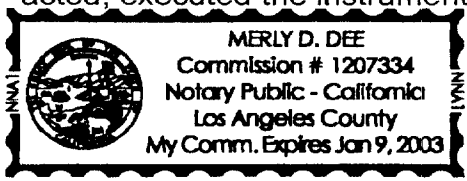
) ss.
)

On Sept 14, 2001, before me, Merly D. Dee, Notary Public,
Date Name and Title of Officer (e.g. "Jane Doe, Notary Public")

personally appeared Matthew R. Van Steenkuyse,
Name of Signer(s)

personally known to me – OR – proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.



Merly D. Dee
Signature of Notary Public

OPTIONAL

Though the data below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent reattachment of this form.

CAPACITY(IES) CLAIMED BY SIGNER(S)		DESCRIPTION OF ATTACHED DOCUMENT
<input type="checkbox"/> Individual		_____
<input type="checkbox"/> Corporate Officer		Title or Type of Document
_____	Title(s)	_____
<input type="checkbox"/> Partner(s)	<input type="checkbox"/> Limited	_____
<input type="checkbox"/> Attorney-In-Fact	<input type="checkbox"/> General	Number of Pages
<input type="checkbox"/> Trustee(s)		_____
<input type="checkbox"/> Guardian/Conservator		Date of Document
<input type="checkbox"/> Other: _____		_____
Signer is Representing:		_____
Name of Person(s) or Entity(ies)		Signer(s) Other Than Named Above

