

11-15-2004



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To the Director of the U. S. Patent and Trademark Office

Documents or the new address(es) below.

1. Name of conveying party(ies)/Entity and date(s):

Lacy Distribution, Inc.

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

Citizenship (see guidelines) Indiana

Execution Date(s) October 29, 2004

Additional names of conveying parties attached? Yes No

3. Nature of conveyance:

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

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Bank of America, N.A., as Agent

Internal

Address:

Street Address: 135 S. LaSalle Street

City: Chicago

State: IL

Country: USA Zip: 60697

- Association Citizenship
- General Partnership Citizenship
- Limited Partnership Citizenship
- Corporation Citizenship
- Other Citizenship

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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

76/572662 76/614014
76/610658

B. Trademark Registration No.(s)

2692250 2565279 2697212 2277577

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: Kristin Brozovic

Internal Address: c/o Latham & Watkins LLP

Street Address: 233 S. Wacker Drive, Suite 5800

City: Chicago

State: IL Zip: 60606

Phone Number: 312/876-6541

Fax Number: 312/993-9767

Email Address: kristin.brozovic@lw.com

6. Total number of applications and registrations involved:

7

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 190.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____ DP
Expiration Date _____ DP

b. Deposit Account Number _____ DP
Authorized User Name _____ DP

9. Signature:

Kristin Brozovic
Signature

November 11, 2004
Date

Kristin Brozovic
Name of Person Signing

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

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

11/15/2004 EC0000065 76572662
01 FC: 8521
02 FC: 8522
03 FC: 8523

SUPPLEMENT NO. 1 TO TRADEMARK SECURITY AGREEMENT

SUPPLEMENT NO. 1 TO TRADEMARK SECURITY AGREEMENT, dated as of October 29, 2004, made by Lacy Distribution, Inc., an Indiana corporation ("Grantor") to the AGREEMENT (TRADEMARK), dated as of February 15, 2001 (as amended, supplemented or otherwise modified from time to time, the "Trademark Security Agreement"), made by Grantor in favor of Bank of America, N.A., as agent (the "Agent"). All capitalized terms not defined herein shall have the collective meanings ascribed to them in the Credit Agreement described below.

W I T N E S S E T H:

WHEREAS, pursuant to that certain Amended and Restated Credit Agreement dated as of February 15, 2001 by and among Grantor, the other Persons signatory thereto from time to time as Loan Parties, Agent, and Lenders (including all annexes, exhibits and schedules thereto and as from time to time amended, restated, supplemented or otherwise modified, the "Credit Agreement"), Lenders have agreed to make the Loans and the Letter of Credit Issuer has agreed to issue Letters of Credit for the benefit of Borrowers;

WHEREAS, Grantor, the other Persons signatory thereto as Grantors (as defined therein) and the Agent are parties to that certain Security Agreement dated as of February 15, 2001 (including all annexes, exhibits or schedules thereto, as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement"); and

WHEREAS, the Grantor has acquired the Trademarks set forth on Schedule 1 hereto and desires, pursuant to Section 18 of the Security Agreement, to grant to the Agent, on behalf of the Lenders, a continuing first priority security interest in such Trademarks.

NOW, THEREFORE, IT IS AGREED:

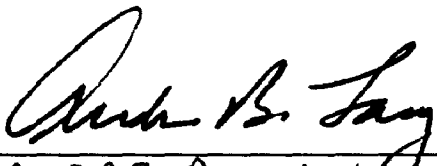
1. Addition to Schedule of Trademark Security Agreement. The information set forth on Schedule 1 is hereby added to Attachment 1 of the Trademark Security Agreement. Grantor hereby grants to Agent, on behalf of itself and Lenders, a continuing first priority security interest in all of Grantor's right, title and interest in, to and under the Trademarks and Trademark licenses referred to on Schedule 1 hereto, all reissues, continuations or extensions thereof and all products and proceeds thereof, including, without limitation, any claim by Grantor against third parties for past, present or future infringement or dilution of any such Trademark or any such Trademark licensed under any such Trademark license.

2. Counterparts. This supplement may be executed by one or more of the parties hereto on any number of separate counterparts (including by facsimile transmission), and all of said counterparts taken together shall be deemed to constitute one and the same document.

3. Governing Law. This supplement shall be governed by, and construed and interpreted in accordance with, the law of the State of Illinois without regard to conflicts of law principles that would require the application of the laws of another jurisdiction.

IN WITNESS WHEREOF, Grantor has caused this Supplement to Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

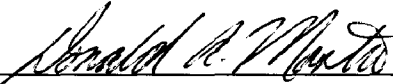
LACY DISTRIBUTION, INC., as Grantor

By: 
Name: ANDRE B. LACY *h*
Title: CEO

[Signature Page to Supplement to Trademark Security Agreement]

ACCEPTED AND ACKNOWLEDGED BY:

BANK OF AMERICA, as Agent

By: 








Name: Donald A. Mastro









Title: Vice President









[Signature Page to Supplement to Patent Security Agreement]







TRADEMARK
REEL: 002976 FRAME: 0835




Lacy Distribution, Inc. - Trademarks










COUNTRY	MARK	REG. NO./SERIAL NO.
United States		76/572,662
Argentina		2509063
Australia		987665
Brazil		826713882
Brazil		826713890
Brazil		826713904
Canada		1204817









COUNTRY	MARK	REG. NO./SERIAL NO.
Chile		653575
Chile		653576
Chile		653577
Chile		653578
Chile		653579
Chile		653580
Chile		653581
European Community		3647245

Mexico		654491
Mexico		844519
Mexico		842710
Mexico		844517
Mexico		844518
Mexico		654408
New Zealand		711228
South Africa		2004106325

South Africa		2004106326
South Africa		2004106327
South Africa		2004106328
South Africa		2004106329
South Africa		2004106330
South Africa		2004106331
South Africa		2004106332
Venezuela		6168-2004

Australia		962454
United States		2692250
Argentina	ANSWER	2531793
Argentina	ANSWER	2531794
Argentina	ANSWER	2531795
Argentina	ANSWER	2531796
Argentina	ANSWER	2531797
Canada	ANSWER	1195130
China	ANSWER	812578
Italy		00886144
New Zealand	ANSWER	716203
South Africa	ANSWER	2004112548
South Africa	ANSWER	2004112549
South Africa	ANSWER	2004112550
South Africa	ANSWER	2004112551
South Africa	ANSWER	2004112552
South Africa	ANSWER	2004112553
South Africa	ANSWER	2004112554

South Africa	ANSWER	2004112555
Venezuela	ANSWER	12120-2004
United States		2277577
United States		2565279
United States		2697212
United States		76/610658
United States		76/614014
Argentina		2531798
Argentina		2531799
Australia		1013578
Brazil		826755291

Brazil		826755305
Chile		657163
European Community		3692677
New Zealand		716294
South Africa		2004112687
South Africa		2004112688
South Africa		2004112689
Venezuela		12121-2004