

TRADEM.

08-31-1998

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U.S. Patent and Trademark Office
Office of Public Records
Attn: Customer Services Counter
1213 Jefferson Davis Highway, 3rd Floor
Arlington, Virginia 22202-3513

Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies): <i>MMD 8-27-98</i></p> <p>Gottschalks Inc.</p> <p><input type="checkbox"/> Individual(s)</p> <p><input type="checkbox"/> Association</p> <p><input type="checkbox"/> General Partnership</p> <p><input type="checkbox"/> Limited Partnership</p> <p><input checked="" type="checkbox"/> Corporation-State <u>Delaware</u></p> <p><input type="checkbox"/> Other _____</p> <p>Additional name(s) conveying party(ies) attached: <input type="checkbox"/> Yes <input type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: <u>Congress Financial Corporation (Western)</u></p> <p>Street Address: <u>225 South Lake Avenue,</u> <u>Suite 1000</u></p> <p>City <u>Pasadena</u> State <u>CA</u> Zip <u>91101</u></p> <p><input type="checkbox"/> Individual(s)</p> <p><input type="checkbox"/> Association</p> <p><input type="checkbox"/> General Partnership</p> <p><input type="checkbox"/> Limited Partnership</p> <p><input checked="" type="checkbox"/> Corporation-State <u>California</u></p> <p><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 <input type="checkbox"/> No</p> <p>(Designation must be a separate document from Assignment)</p> <p>Additional name(s) and address(es) attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment</p> <p><input type="checkbox"/> Merger</p> <p><input checked="" type="checkbox"/> Security Agreement</p> <p><input type="checkbox"/> Change of Name</p> <p><input type="checkbox"/> Other _____</p> <p>Execution Date: <u>August 17, 1998</u></p>	<p>4. Application number(s) or registration number(s)</p> <p>A. Trademark Application No(s):</p> <p>08/27/1998 DCOATES 00000087 1526249</p> <p>01 FC:481 40.00 OP</p> <p>02 FC:482 25.00 OP</p> <p>B. Trademark Registration No(s):</p> <p>See attached Exhibit A-1</p>
<p>5. Name and address of party to whom correspondence concerning documents should be mailed:</p> <p>Name: <u>Marshall C. Stoddard, Jr., Esq.</u></p> <p>Street Address: <u>Kelley Drye & Warren LLP</u> <u>777 S. Figueroa St., Suite 2700</u></p> <p>City: <u>Los Angeles</u></p> <p>State: <u>CA</u> Zip: <u>90017</u></p>	<p>6. Total number of applications and registrations involved: <u>2</u></p> <p>7. Total fee (37 CFR 3.41) <u>\$65.00</u></p> <p><input checked="" type="checkbox"/> Enclosed</p> <p><input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: _____</p> <p>(Attach duplicate copy of this page if paying by deposit account)</p>

RECEIVED
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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.

Stefanie C. Davis *Stefanie C. Davis* 08/26/98

Name of Person Signing Signature Date

**AMENDMENT TO COLLATERAL ASSIGNMENT
OF TRADEMARKS (SECURITY AGREEMENT)**

WHEREAS Gottschalks Inc., a Delaware corporation ("Gottschalks") and Congress Financial Corporation (Western), a California corporation ("Congress") were parties to that certain Collateral Assignment of Trademarks (Security Agreement) dated December 20, 1996 and recorded with the U.S. Patent and Trademark Office on January 13, 1997 at Reel 1542, Frame 0911 (the "Agreement") whereby Gottschalks granted to Congress a security interest in all current and future Trademarks (as defined by in the Agreement);


WHEREAS the Agreement gives Congress the right to amend the Exhibit A to the Agreement (which listed all of Gottschalks's then known trademark registrations) ("Exhibit A") to include all future acquired and discovered trademark registrations; and

WHEREAS Gottschalks has acquired new trademark registrations and Congress has been made aware of the presence of other trademark registrations;

NOW THEREFORE, Congress and Gottschalks hereby amend Exhibit to include the additional trademark registrations listed on Exhibit A-1 attached hereto and incorporated herein by this reference. Congress and Gottschalks hereby acknowledge that said additional trademark registrations shall be deemed to be "Trademarks" as defined in the Agreement.

IN WITNESS WHEREOF, the parties hereto have executed this amendment as of the 17, day of August, 1998.

CONGRESS FINANCIAL CORPORATION (WESTERN),
a California corporation

By: 
Name: Kristine Metchukian
Title: Vice President

GOTTSCHALKS INC.,
a Delaware corporation

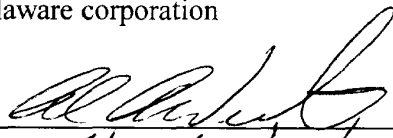
By: 
Name: Alan A. Weinstein
Title: SVP / etc

EXHIBIT A-1

1. Trademark: Harris Underground
Registration No.: 1,526,249
Expiration Date: 02/21/09

2. Trademark: Harris' Prestige & Design
Registration No.: 1,525,849
Expiration Date: 02/21/09

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

STATE OF CALIFORNIA)
) SS.
 COUNTY OF LOS ANGELES)

On AUGUST 17, 1998, before me, NORMAN F. RENEAU, NOTARY PUBLIC
Date Name and Title of Officer (e.g. "Jane Doe, Notary Public")
 personally appeared KRISTINE METCHIKIAN
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.

Norman F. Reneau
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
VICE PRES.
Title(s)
- Partner(s) Limited General
- Attorney-In-Fact
- Trustee(s)
- Guardian/Conservator
- Other: _____

DESCRIPTION OF ATTACHED DOCUMENT

Amendment to Collateral Assignment of Trademarks
Title or Type of Document

2
Number of Pages

8/17/98
Date of Document

Signer is Representing:
 Name of Person(s) or Entity(ies)
CONGRESS FINANCIAL CORP.

OFFICER OF GOTTSCHALKS, INC.
Signer(s) Other Than Named Above

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

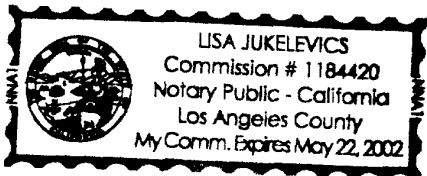
STATE OF CALIFORNIA

COUNTY OF Los Angeles)
) ss.
)

On August 19, 1998, before me, LISA JUKELEVICS, Notary Public
Date Name and Title of Officer (e.g. "Jane Doe, Notary Public")

personally appeared AIAN WEINSTEIN
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.

Lisa Jukelevics
 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

- Individual
- Corporate Officer
Senior Vice President / Chief Financial Officer
Title(s)
- Partner(s)
 - Limited
 - General
- Attorney-In-Fact
- Trustee(s)
- Guardian/Conservator
- Other: _____

Amendment to Collateral Assignment of Trademarks
Title or Type of Document

2
Number of Pages

8/17/98
Date of Document

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

Signer(s) Other Than Named Above

KELLEY DRYE & WARREN LLP

A LIMITED LIABILITY PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

777 SOUTH FIGUEROA STREET

SUITE 2700

LOS ANGELES, CALIFORNIA 90017

(213) 689-1300

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FACSIMILE
(213) 688-8150

August 26, 1998

ASSIGNED
98 AUG 27 11 58 AM '98
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VIA FEDERAL EXPRESS

U.S. Patent and Trademark Office
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Attn: Customer Services Counter
1213 Jefferson Davis Highway, 3rd Floor
Arlington, Virginia 22202

Re: Congress Financial Corporation (Western)/Gottschalks Inc.

To Whom it May Concern:

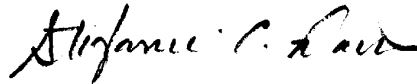
Enclosed please find an Amendment to Collateral Assignment of Trademarks by Gottschalks Inc. (the "Assignor") to Congress Financial Corporation (Western) (the "Assignee") for recordation against the two (2) Trademark Registrations in 4(B) of the Trademark Recordation Cover Sheet; (ii) A completed Trademark Recordation Cover Sheet; (iii) A Kelley Drye & Warren LLP check in the amount of \$65.00 to cover the recording fee.

U.S. Patent and Trademark Office
August 26, 1998

KELLEY DRYE & WARREN LLP

Please record the enclosed documents and return the recorded copies to our office as soon as they are available. Please call me with any questions you may have.

Respectfully submitted,



Stefanie C. Davis
Documentation Assistant

Enclosures

cc: Congress Financial Corporation (Western)
Marshall C. Stoddard, Jr., Esq.