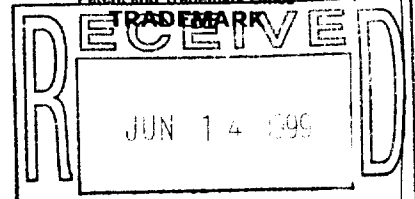


06-16-1999



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6-14-99

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies)

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger
 - Change of Name
 - Other
- Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

- DBA/AKA/TA
- Composed of
- Address (line 1)
- Address (line 2)
- Address (line 3)
- City State/Country Zip Code
- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
 - Corporation Association
 - Other
 - Citizenship/State of Incorporation/Organization

06/15/1999 DNGUYEN 00000350 1430864

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40.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 001913 FRAME: 0534

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="1,430,864"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Erica D. Mitchell

June 8, 1999

Name of Person Signing

Signature

Date Signed

SCHEDULE 1

Western Industries, Inc.

TRADEMARK	REGISTRATION NO./ APPLICATION NO.	REGISTRATION/ APPLICATION DATE
Chilton and design	1,430,864	03/03/87

RELEASE OF A SECURITY INTEREST
IN TRADEMARK COLLATERAL

THIS RELEASE OF A CONTINUING SECURITY INTEREST IN TRADEMARK COLLATERAL (this "Release") dated as of September 30, 1994, is made by Heller Financial, Inc., a Delaware corporation ("Secured Party").

WITNESSETH

WHEREAS, the Secured Party and Western Industries, Inc., a Wisconsin corporation, have entered into a Continuing Security Interest and Conditional Patent, Trademark and License Assignment, dated as of February 29, 1988, and recorded with the United States Patent and Trademark Office on March 21, 1988 at Reel 4837, Frame 0798, et. seq. (the "Trademark Security Agreement"); and

WHEREAS, pursuant to the Trademark Security Agreement, the Secured party has received a security interest in property, including, without limitation, the Trademarks as defined therein and listed on Schedule 1 attached hereto (the "Security Interest"); and

WHEREAS, the Secured Party has agreed to release the Security Interest;

NOW, THEREFORE, in consideration of the premises set forth herein and for the other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Secured Party hereby releases and forever discharges the Security Interest.

IN WITNESS WHEREOF, the Secured Party has duly executed this Release as of the date first above written.

HELLER FINANCIAL, INC.

By: J. M. J.

Title: Assistant Vice President

STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

The foregoing Release was executed and acknowledged before me this
30th day of September, 1994, by Patricia A. Mish.

Patricia A. Mish
Notary Public

7/2/98
My commission expires:

SBL:rms:western\release1.doc



CERTIFICATE OF MAILING:

I hereby certify that this correspondence is being deposited with the United States Postal Service with sufficient postage as first class mail in an envelope to:

ATTENTION: BOX ASSIGNMENTS
Commissioner for Patents and Trademarks
Washington, D.C. 20231


Erica D. Mitchell

June 9, 1999
Date of Mailing

For: Recordal of Release Of A Continuing
Security Interest

Attached: Recordation Form Cover Sheet
Release Of A Continuing Security
Interest

Check in the sum of \$40

Return Postcard