

NOTICE OF ASSIGNMENT OF TRADEMARK SECURITY AGREEMENT

United States Patent and Trademark Office

Ladies and Gentlemen:

This Notice of Assignment of Security Agreement, dated as of July 26, 2000, is made by and between WELLS FARGO BUSINESS CREDIT, INC., formerly, Norwest Business Credit, Inc., a Minnesota corporation whose address and principal place of business is 100 East Wisconsin Avenue, Suite 1400, Milwaukee, Wisconsin 53202 (the "Old Secured Party"), and WELLS FARGO CREDIT, INC., a Minnesota corporation whose address and principal place of business is 100 East Wisconsin Avenue, Suite 1400, Milwaukee, Wisconsin 53202 (the "New Secured Party").

Pursuant to the Trademark Security Agreement, dated as of March 25, 1999, by PRINCE CORPORATION (the "Debtor"), and WELLS FARGO BUSINESS CREDIT, INC., formerly, Norwest Business Credit, Inc., (the "Secured Party"), the Debtor granted to the Secured Party a continuing security interest in and continuing lien upon, the trademark registrations and/or trademark applications listed in **Exhibit A**, attached hereto.

Please be advised that pursuant to an Assignment dated as of July 26, 2000 (the "Agreement"), by Old Secured Party and New Secured Party, the Old Secured Party has assigned to the New Secured Party the security interest in and continuing lien upon, the trademark registrations and/or trademark applications listed in **Exhibit A**.

Very truly yours,

WELLS FARGO CREDIT, INC.

By:  _____

Name: Thomas J. Zak

Title: Vice President

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TRADEMARK
REEL: 002133 FRAME: 0520

EXHIBIT A

UNITED STATES ISSUED TRADEMARKS AND SERVICE MARKS

REGISTRATIONS

<u>Mark</u>	<u>Registration Number</u>
MERCHANDISE PLUS	2,312,552
PRINCE	2,167,711
PRINCE COUNTRY	2,167,710
DEERLICIOUS	1,741,477