

06-06-2001



5-3001

101740627
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 Document ID # _____ (Non-Recordation)

Correction of PTO Error
Reel # _____ Frame # _____

Corrective Document
Reel # _____ Frame # _____

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger

Change of Name Effective Date
Month Day Year

Other

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 Corporation Association

Other

Citizenship/State of Incorporation/Organization

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).

FOR OFFICE USE ONLY

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

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" value="1599125"/>	<input type="text"/>	<input type="text"/>
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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.)

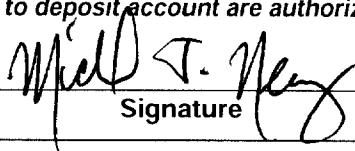
Deposit Account Number: #

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.

Michael J. Neary
Name of Person Signing


Signature

05/30/2001
Date Signed

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

Conveying Party

Mark if additional names of conveying parties attached

Enter Additional Conveying Party

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Enter Additional Receiving Party

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 the Assignment).

Corporation Association

Other

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Trademark Application Number(s)

Registration Number(s)

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RELEASE OF SECURITY INTEREST OF TRADEMARKS

This Release of Security Interest is dated as of May 22, 2001. Reference is hereby made to the Subsidiary Security Agreement dated as of July 21, 1997 (the "**Security Agreement**") by and between Smile-Tote, Inc. ("**Grantor**"), a California corporation, and Wells Fargo Bank, N.A., as Collateral Agent ("**Collateral Agent**"), or an abstract thereof, recorded with the United States Patent and Trademark Office on or about August 12, 1997.

Wells Fargo Bank, N.A. hereby notifies, acknowledges to and agrees with Grantor that the security interest granted by Grantor to Collateral Agent pursuant to the terms of the Grant of Security Interest (as such term as defined in the Security Agreement) including without limitations, the trademarks listed on the attached Schedule A, are terminated and released as of the date hereof, and that Collateral Agent hereby releases and forever discharges all of its right, title and interest of any kind or nature granted, assigned or conveyed pursuant to the Grant of Security Interest to such Trademark Collateral.

Such Collateral Agent releases all liens, pledges, security interests, charges and other encumbrances of whatever nature (collectively, "**Encumbrances**") on the Release of Security Interest including, without limitation, those Encumbrances created under or in connection with the Security Agreement.

Such Grantor hereby agrees to take such further actions and to execute such further documents as Collateral Agent may reasonably request to effect and evidence this Release, including, without limitation, the execution of any filings, statements, amendments, recordations or other instruments required to maintain the applications or registrations of the Trademark Collateral and record the chain of title accordingly with the United States Patent and Trademark Office.

IN WITNESS WHEREOF, Collateral Agent has caused this Release of Security Interest to be duly executed and delivered by its duly authorized officer as of the date first above written.

**WELLS FARGO BANK, N.A.,
as Collateral Agent**

By: _____

Name: DANA D. CAGLE

Title: SR. VICE PRESIDENT

STATE OF TEXAS)
COUNTY OF DALLAS)

On May 17, 2001 before me, _____, personally appeared DANA D. CAGLE, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity, and that by his/her/their signature on the instrument the person(s) or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand this 17 day of May, 2001.

Aulene O'Neal Moses
Notary Public in and for the
State of Texas

**SCHEDULE A
TO
RELEASE OF SECURITY INTEREST OF TRADEMARKS**

Registered:

	<u>Trademark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
1.	SMILETOTE	1599125	06/05/90