



10-2501

03-05-2002

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 6/30/2002)

RECORDATION FORM CC TRADEMARKS



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MERCE Office

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Orlimar Golf Equipment Company LLC now known as Orlimar Golf Company

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

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: LaSalle Bank National Association
Internal Address: Asset Based Lending
Street Address: 135 South LaSalle Street
City: Chicago State: IL Zip: 60603

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other National Bank Association

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)
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance: *Trademark
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: April 8, 1999

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s)
See attached list

Additional number(s) attached Yes No

6. Total number of applications and registrations involved: 17

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Hilde Campbell
LaSalle Bank National Association
Internal Address: Asset Based Lending
Suite 425
Street Address: 135 South LaSalle Street
City: Chicago State: IL Zip: 60603

7. Total fee (37 CFR 3.41).....\$ 440.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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.

Hilde Campbell Hilde Campbell 01-10-2002
Name of Person Signing Signature Date
~~June 19, 2001~~

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

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

10/29/2001 TDIAZ1 00000230 76089170

01 FC:481 40.00 DP
02 FC:482 400.00 DP

AMENDMENT NO. 1 TO SCHEDULE A

TRADEMARK NAME	FILING DATE	SERIAL NUMBER
SOS	July 14, 2000	76-089170
Fairway Mettle	June 4, 2000	76-043209
A Better Way To Play	April 24, 2000	76-036531
Because Its All About Distance	February 28, 2000	75-929490
SF 302+	February 28, 2000	75-929496
Trimetal Classic	November 15, 1999	75-848458
Plus+ Series	November 4, 1999	75-841265
Plus+	September 24, 1999	75-808287
Tape Measure Distance	September 23, 1999	75-808435
Pro Sealed	September 07, 1999	75-793421
Trimetal Tour	August 10, 1999	75-772965
A Passion For Performance	July 28, 1999	75-762292
Perfecting Performance	June 18, 1999	75-731933
Generations Of Golf Craftsmen	May 18, 1999	75-708641
None	May 10, 1999	75-701439
Take Your Game Beyond Titanium	April 30, 1999	75-694367
None	June 12, 1998	75-979231



**AMENDMENT NO. 1 TO
TRADEMARK SECURITY AGREEMENT**

THIS AMENDMENT NO. 1 ("Amendment") to that certain Trademark Security Agreement dated as of April 8, 1999 (the "Trademark Security Agreement") made by Orlimar Golf Equipment Company LLC, a California limited liability company (the "Borrower") now known as Orlimar Golf Company, a Delaware corporation (the "Borrower"), in favor of LaSalle National Bank now known as LaSalle Bank National Association, with an office at 135 South LaSalle Street, Suite 425, Chicago, Illinois 60603 (the "Lender") is made as of June 27, 2001.

WHEREAS, the Borrower and Lender are parties to that certain Loan and Security Agreement dated as of July 23, 1999, as it may be amended from time to time, pursuant to which the Lender has agreed to extend loans and certain other financial accommodations to the Borrower and the Borrower has granted to the Lender a security interest in substantially all of the Borrower's assets, including, without limitation, its trademarks, trademark applications, tradenames, service marks, service mark applications and goodwill (collectively, "Trademarks");

WHEREAS, the Trademark Security Agreement was duly recorded in the United States Patent and Trademark Office on May 8, 1999, Reel/Frame # 001962/0029, in the form attached hereto as Exhibit 1.

WHEREAS, since the date of the Borrower's execution of the Trademark Security Agreement, the Borrower has acquired interests in certain additional Trademarks (the "New Trademarks"); and

WHEREAS, in accordance with Section 5 of the Trademark Security Agreement, the parties agree to amend the Trademark Security Agreement to confirm the inclusion of such New Trademarks;

NOW, THEREFORE, for good and valuable consideration, the receipt and legal sufficiency of which are hereby acknowledged, the parties hereto hereby agree to amend the Trademark Security Agreement as follows:

1. Schedules. Schedule A as referred to in the Trademark Security Agreement shall be deemed to refer to Schedule A as amended by the addition of the New Trademarks scheduled on Amendment No. 1 to Schedule A attached hereto.

2. Effect of Amendment. Except as expressly amended by this Amendment, the terms of the Trademark Security Agreement shall remain in full force and effect as executed.

IN WITNESS WHEREOF, the Borrower and the Lender have each caused this Amendment to be duly executed and delivered by an officer thereunto duly authorized as of the date first above written.

Orlimar Golf Equipment Company LLC now known as Orlimar Golf Company

By *David H. Brooker*

Its *CHIEF FINANCIAL OFFICER*

Agreed and Accepted this *3rd* day of *OCTOBER*, 2001

By: *William Kirkendall*
William Kirkendall

Its: President

LaSalle National Bank now known as LaSalle Bank National Association

By *[Signature]*

Its *Vice President*

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5/17/01 10:25:00 AM

ACKNOWLEDGMENT

STATE OF California)
)SS.
COUNTY OF San Diego)

The foregoing Amendment No. 1 to Trademark Security Agreement was executed and acknowledged before me this 3rd day of October, 2001, by William Kirkendall, ^{Identified} personally known to me to be the President of Orlimar Golf Company, a Delaware corporation, on behalf of such corporation.



Lynn D Trude
Notary Public

San Diego County, _____

My Commission Expires: 02-17-05

ACKNOWLEDGMENT

STATE OF CALIFORNIA)
)SS.
COUNTY OF SAN DIEGO)

The foregoing Amendment No. 1 to Trademark Security Agreement was executed and acknowledged before me this 31ST day of AUGUST, 2001, by ROBERT GRANT BRISACHER, personally known ^{IDENTIFIED} to me to be the CHIEF FINANCIAL OFFICER of Orlimar Golf Company, a Delaware corporation, on behalf of such corporation.

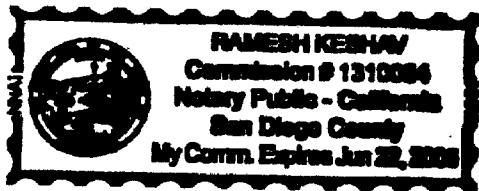
Ramesh Keshav

Notary Public

CALIFORNIA County, SAN DIEGO

My Commission Expires:

June 27, 2005



ACKNOWLEDGMENT

STATE OF Illinois)
)SS.
COUNTY OF Cook)

I, Hilde Campbell, a Notary Public in and for and
residing in said County and State, DO HEREBY CERTIFY THAT
Richard Pierce, the Vice President of **LaSalle Bank National
Association**, personally known to me to be the same person whose name is subscribed
to the foregoing instrument, appeared before me this day in person and acknowledged
that he signed and delivered said instrument as his own free and voluntary act and as
the free and voluntary act of said corporation for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal this 23rd day of October, 2001

Hilde Campbell
Notary Public

_____ County, _____

My Commission Expires:

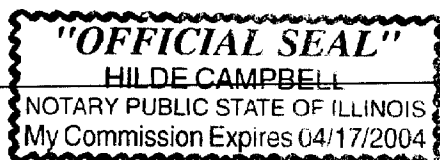


EXHIBIT 1
COPY OF RECORDED TRADEMARK SECURITY AGREEMENT

SCHEDULE A

TRADEMARK REGISTRATIONS