

TI

04-20-1999



Tab settings 4-20-99

To the Honorable Commissioner of Patents

original documents or copy thereof.

1. Name of conveying party(ies):

101014738

Name of receiving party(ies)

Madeleine L.L.C.

Name: Guest Cinema, Inc.

Internal Address:

Street Address: 680 North Lake Shore Drive

City: Chicago State: IL ZIP: 60611

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

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

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

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:

- Assignment
- Security Agreement
- Other Release of Security Interest
- Merger
- Change of Name

Execution Date: March 15, 1999

4. Application number(s) or patent number(s):

Trademark Application No.(s)

74/451, 743

B. Trademark Registration No.(s)

1, 530, 197

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: David S. Berlin

Internal Address: Paul, Weiss, Rifkind,

Wharton & Garrison

04/21/1999 JSMBBAZZ 00000036 74451743

01. FC:481

02. FC:482

Street Address: 1285 Avenue of the Americas

City: New York State: NY ZIP: 10019

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 65

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.

DAVID S. BERLIN

Name of Person Signing

David S. Berlin

Signature

April 5, 1999

Date

Total number of pages including cover sheet, attachments, and document: 4

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

TRADEMARK SECURITY AGREEMENT
Schedule A

GUEST CINEMA, INC.

<u>U.S. Trademark</u>	<u>App./Reg. No.</u>	<u>Date of Reg.</u>	<u>Int'l. Class</u>
Guest Cinema	1,530,197	3/14/89	41
SmartCharge	74/451,743	PENDING	41

RELEASE AND REASSIGNMENT

THIS RELEASE AND REASSIGNMENT is executed as of March 15, 1999 by MADELEINE L.L.C., a New York limited liability company ("Madeleine").

WITNESSETH:

WHEREAS, Madeleine L.L.C., a New York limited liability company and Guest Cinema, Inc., a Delaware corporation ("Debtor"), are parties to a certain Trademark Security Agreement dated as of January 15, 1997 (the "Agreement") pursuant to which Debtor incurred certain liabilities to and granted a security interest in and collateral assignment of the "Trademark Collateral" (as defined in the Agreement), including, without limitation, the registered trademarks, trademark applications, registered servicemarks and servicemark applications (collectively, the "Trademarks") as described in Schedule A attached hereto, as security for Debtor's obligations to Madeleine under the Agreement;

WHEREAS, Debtor has satisfied its obligations under the Agreement and has requested that Madeleine release its security interest in the Trademark Collateral and reassign the same to Debtor;

NOW THEREFORE, for good and valuable consideration, receipt and sufficiency of which are hereby acknowledged:

1. Madeleine hereby releases its security interest in and collateral assignment of the Trademark Collateral.
2. Madeleine hereby reassigns, grants and conveys to Debtor, without any representation, recourse or undertaking by Madeleine, all of Madeleine's right, title and interest, if any, in and to the Trademark Collateral including without limitation, all of the Trademarks appearing in Schedule A and all the goodwill of said Debtor's business associated with and symbolized by the Trademarks appearing in Schedule A.

[remainder of page intentionally left blank]

IN WITNESS WHEREOF, Madeleine has caused this Release and Reassignment to be duly executed by its duly authorized officer as of the day and year first above written.

Madeleine L.L.C., a New York limited liability company

By: [Signature]

Its: _____

STATE OF NEW YORK)
) ss.
COUNTY OF NEW YORK)

On this 12 day of March, 1999 before me personally appeared _____ known to me to be the individual who executed the foregoing instrument and acknowledged to me that he/she executed the same as the duly authorized officer above designated of Madeleine L.L.C.

[Signature]

Notary Public

NY County, NY

My commission expires: 5/31/00

[Faint notary seal text]
2000