

08-07-2000



FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

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**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
Effective Date
Month Day Year
- Merger
- Change of Name
- 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 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

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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.

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**TRADEMARK
REEL: 002115 FRAME: 0235**

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2) 112

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number (212) 373-2852

Name Dana J. Rosen

Address (line 1) Paul Weiss Rifkind Wharton & Garrison

Address (line 2) 1285 Avenue of the Americas

Address (line 3) New York, New York 10019-6064

Address (line 4)

Pages

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

21

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)

74/302078

1715119 1727127 1841221

Number of Properties

Enter the total number of properties involved.

4

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.

Dana Rosen

Name of Person Signing

Dana Rosen

Signature

7/12/00

Date Signed

APPLICATION NUMBER: 71516024
REGISTRATION NUMBER: 0436488

FILING DATE: 01/20/1947
ISSUE DATE: 02/10/1948

MARK: DARILOID

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

TARA WASHINGTON, EXAMINER
ASSIGNMENT DIVISION
OFFICE OF PUBLIC RECORDS

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Patent and Trademark Office
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RECORDATION FORM COVER SHEET
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3-3-00

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01 FC:481
02 FC:482

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550.00 CH

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TRADEMARK
REEL: 002115 FRAME: 0238

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" value="74/547398"/>	<input type="text" value="74/215141"/>	<input type="text" value="74/155719"/>	<input type="text" value="1071299"/>	<input type="text" value="1094983"/>	<input type="text" value="1193545"/>
<input type="text" value="74/302078"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1176236"/>	<input type="text" value="1205306"/>	<input type="text" value="1328189"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1432816"/>	<input type="text" value="1520633"/>	<input type="text" value="1651401"/>

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

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Dana Rosen Dana Rosen 3/2/00
Name of Person Signing Signature Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

FORM PTO-1618C
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKATA

Composed of

Address (line 1)

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City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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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)

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1715119	1727127	1953501
1715119	1727127	436488
1881206	1808383	1841221
1808362	<input type="text"/>	<input type="text"/>
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RELEASE OF SECURITY INTEREST IN TRADEMARKS AND PATENTS

This Release of Security Interest in Trademarks and Patents (the "Release"), dated as of December 16 1999, is made by Rice Mezzanine Lenders, L.P. ("Rice") and relates to the Released Trademarks and Released Patents (each, as hereinafter defined) in which Rice was granted a security interest by Shape Inc. ("Shape") pursuant to the Borrower Agreements and the Subordinated Security Documents (each, as hereinafter defined).

WHEREAS, Shape and Rice have entered into (i) that certain Note Purchase Agreement, dated as of December 2, 1994, as amended through but not including the date hereof (the "Original Note Purchase Agreement"), (ii) a certain Amended and Restated Security Agreement, dated as of October 2, 1995, made by Shape in favor of Rice (the "Security Agreement"); (iii) a certain Trademark Collateral Security Agreement, dated as of October 2, 1995, made by Shape in favor of Rice (the "Trademark Collateral Security Agreement"); (iv) a certain Patent Collateral Security Agreement, dated as of October 2, 1995 (the "Patent Collateral Security Agreement"); and (v) certain other agreements, documents and instruments executed by Shape in favor of Rice pertaining to the foregoing agreements and transactions contemplated thereby (each agreement, document and instrument described in clauses (i) through (v), all collectively referred to herein as the "Borrower Agreements");

WHEREAS, in connection with the Original Note Purchase Agreement, Shape has executed and delivered a Trademark Assignment of Security, dated as of October 2, 1995 (the "Trademark Assignment of Security"), pursuant to which Shape granted a security interest to Rice in certain trademarks, including those trademarks listed on Schedule A attached thereto (the "Marks"), which includes the trademarks set forth on Annex I attached hereto, to secure the performance of Shape's obligations under the Borrower Agreements;

WHEREAS, the Trademark Assignment of Security and the Trademark Collateral Security Agreement and Rice's right, title and interest in, to and under the Marks, the goodwill associated therewith and the trademark registrations, applications and renewals therefore were recorded in the United States Patent and Trademark Office on April 8, 1996 and July 8, 1996 at Reel 1450, Frames 0253 et seq. and Reel 1496, Frames 0751 et seq., respectively.

WHEREAS, the Trademark Assignment of Security and the Trademark Collateral Security Agreement and Rice's right, title and interest in, to and under the Marks, the goodwill associated therewith and the trademark registrations, applications and renewals therefore were rerecorded in the United States Patent and Trademark Office on October 23, 1995 to amend the recordation date of the Trademark

Assignment of Security and the Trademark Collateral Security Agreement at Reel 1538, Frames 0920 et seq. and Reel 1538, Frames 0950 et seq., respectively;

WHEREAS, in connection with the Original Note Purchase Agreement, Shape has executed and delivered a Patent Assignment of Security, dated as of October 2, 1995 (the "Patent Assignment of Security"), pursuant to which Shape granted a security interest to Rice in certain patents, including those patents listed on Schedule A attached thereto (the "Patents"), which includes the patents set forth on Annex II attached hereto, to secure the performance of Shape's obligations under the Borrower Agreements;

WHEREAS, the Patent Assignment of Security and Rice's right, title and interest in, to and under the Patents and the patent registrations, applications and renewals therefore were recorded in the United States Patent and Trademark Office on December 27, 1995 at Reel 7786, Frames 0389 et seq.;

WHEREAS, Rice has entered into that certain Amended and Restated Note Purchase Agreement, dated as of May 21, 1996, with Shape, as amended through but not including the date hereof (the "Subordinated Note Agreement"), pursuant to which Shape has issued and sold to Rice, and Rice has purchased from Shape, Shape's Senior Subordinated Note (the "Senior Subordinated Note");

WHEREAS, as collateral security for Shape's obligations under the Subordinated Note Agreement and Senior Subordinated Note, Shape granted to Rice liens on certain real and personal property of Shape (collectively, the "Rice Liens") pursuant to mortgages, deeds of trust, security and pledge agreements, collateral assignment agreements and the other collateral documentation referred to in the definition of "Security Documents" in the Subordinated Note Agreement executed by Shape in favor of Rice (the "Subordinated Security Documents");

WHEREAS, Shape, Rice, and the Collateral Agent and the LBC Facility Agent (each as defined in the Existing Intercreditor Agreement), entered into the Amended and Restated Subordination and Intercreditor Agreement, dated as of April 18, 1997 (the "Existing Intercreditor Agreement"), as amended through but not including the date hereof, to provide for, among other things, the relative priority of the Rice Liens, and the Senior Note Liens and the LBC Facility Liens (each as defined in the Existing Intercreditor Agreement) and various matters related thereto, to the extent and on the terms and conditions more fully set forth therein;

WHEREAS, pursuant to the Restructuring Agreement, dated as of December 16, 1999 (the "Restructuring Agreement"), entered into by Rice, the Shape Companies (as defined in the Restructuring Agreement) and the holders of the debt securities and equity interests in the Shape Companies as listed therein, the indebtedness evidenced by the Subordinated Note Agreement and the Senior Subordinated Note has been exchanged for New Common Stock (as defined in the

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Restructuring Agreement) and the Senior Subordinated Note canceled, and all rights and obligations of Rice under those documents and under the Subordinated Security Documents, the Subordinated Guaranties (as defined in the Existing Intercreditor Agreement) and the Existing Intercreditor Agreement have terminated and are of no further force and effect;

WHEREAS, Shape has requested that Rice release any and all interest it may have in the Marks and in any trademarks in which Rice was granted any interest pursuant to the Subordinated Security Documents (the "Released Trademarks") and in the Patents and in any patents in which Rice was granted any interest pursuant to the Subordinated Security Documents (the "Released Patents") and Rice has agreed to do so.

NOW, THEREFORE, in exchange for good and valuable consideration, the receipt of which is hereby acknowledged, Rice does hereby release, relinquish and discharge its security interest in, to and under the Released Trademarks, including, without limitation, the trademarks set forth in Annex I attached hereto and the entire goodwill associated with such trademarks, and the trademark registrations, applications and renewals for such trademarks, and the Released Patents, including, without limitation, the patents set forth in Annex II attached hereto, and the registrations, applications and renewals for such patents.

IN WITNESS WHEREOF, Rice has caused this Release of Security Interest in Trademarks and Patents to be duly executed as of the date hereinabove set forth.

RICE MEZZANINE LENDERS, L.P.

Date: 12-20-99

By: Don K. Rice
Name: Don K. RICE
Title: President

ANNEX I

<u>Reg. No. or Application No.</u>	<u>Mark</u>	<u>Issue or Filing Date</u>
1,071,299	SHAPE and Design	8/16/77
1,094,983	SHAPE	7/4/78
1,193,545	VIDEOBOX (& Logo)	4/13/82
1,176,236	MULTISTAND (& Design)	11/3/81
1,205,306	BACK PACK	8/17/82
1,328,189	SHAPE MARK 10	4/2/85
1,432,816	MARK 10	3/17/87
1,520,633	POCKET CLASSICS [jointly owned]	1/17/89
1,651,401	GENESIS	7/23/91
1,715,119	Three-Dimensional Design on Cassette Cartridge (Genesis Windows Only)	9/15/92
1,727,127	Three Dimensional Design on Cassette Cartridge (Genesis Ribs & Window)	10/27/92
1,953,501 237,927	GOLD PREMIUM	1/16/92 Published 6/30/92
1,715,119	Three Dimensional Design on Cassette Cartridge	Published 7/21/92
1,727,127	Three Dimensional Design on Cassette Cartridge	Published 6/23/92

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REEL: 1538 FRAME: 0951

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REEL: 1538 FRAME: 0951

436,488	SHAPE America, Inc.	9/17/93
74/547,398	PROTECTOR SERIES	7/1/94
1,881,208	GLOBAL ZERO & DESIGN	
1,808,383	DESIGN (Two Circles)	
1,841,221	G. ZERO	
1,808,362	GLOBAL ZERO	
74/215141	VIDEO PAPERBACK	
74/155719	PAPERBACK VIDEO	
74/302078	G-ZERO	

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TRADEMARK
REEL: 1538 FRAME: 0952

ANNEX II

Page 1 of 6

<u>APPLICATION OR PATENT NO.</u>	<u>TITLE</u>	<u>ISSUE OR FILING DATE</u>
D 262,415	CASSETTE HOLDER	12/29/81
4,275,943	A CONTAINER FOR A CASSETTE	6/30/81
4,339,162	VIDEO CASSETTE STORAGE BOX	7/13/82
4,306,663	CASSETTE SHELL MODIFICATION AND METHOD OF ASSEMBLY AND USE	12/22/81
4,385,693	ORIGIN IDENTITY INSERT FOR PACKAGED CASSETTES	5/31/83
4,426,056	PLATE BRACKET FOR MOUNTING A CASSETTE BOX	1/17/84
4,399,913	CASSETTE CONTAINER WITH FLEXIBLE AND HINGED DRAWERS	8/23/83
4,452,404	TAPE REEL HUB ASSEMBLY	6/5/84
4,569,492	TAPE CASSETTE PRESSURE FLAP ASSEMBLY	2/11/86
4,606,513	TAPE CASSETTE PRESSURE FLAP ASSEMBLY	8/19/86
4,475,700	TAPE CASSETTE DUST DOOR LATCH SPRING ASSEMBLY	10/9/84
4,540,090	CASSETTE STORAGE CONTAINER	9/10/85
4,533,093	TAPE CASSETTE DUST DOOR SPRING ASSEMBLY AND METHOD FOR ASSEMBLY	8/6/85

PATENT
REEL: 7786 FRAME: 0390

ATTACHMENT TO PATENT RECORDATION FORM COVER SHEET

Page 2 of 6

4,506,846	TAPE CASSETTE WITH SEPARATE TAPE GUIDE (patent converted to reissue RE32477)	3/26/85
RE32447	TAPE CASSETTE WITH SEPARATE TAPE GUIDE	6/30/87
D 280,815	TAPE CASSETTE	10/1/85
D 288,031	CASSETTE STORAGE CONTAINER	2/3/87
4,655,408	SEPARATE TAPE GUIDE FOR A CONTINUOUS LOOP TAPE CASSETTE	4/7/87
4,694,950	ASSEMBLY TRAY	9/22/87
4,656,717	TAPE CASSETTE ASSEMBLY TRAY AND METHOD FOR MANUFACTURING TAPE CASSETTES USING THE ASSEMBLY TRAY	4/14/87
4,685,017	WRITE/PROTECT TAB ASSY FOR A FLOPPY DISK JACKET AND METHOD FOR ASSEMBLING SAME [Patent converted to Reissue 33,961]	8/4/87
RE 33,961	WRITE/PROTECT TAB ASSY FOR A FLOPPY DISK JACKET AND METHOD FOR ASSEMBLING SAME	6/16/92
4,662,579	REEL LEAF SPRING FOR A VIDEO TAPE CASSETTE TAPE CASSETTE	5/5/87
4,615,628	RIBBON CARTRIDGE WITH SELF-CONTAINED RATCHET AND DRIVE GEAR ASSEMBLY	10/7/86
4,677,517	WIPER SPRING ASSEMBLY FOR THE FABRIC LINER OF A FLOPPY DISK	6/30/87
4,613,392	METHOD AND APPARATUS FOR ASSEMBLING A FLEXIBLE RECORDING DISK	9/23/86

PATENT

REEL: 7786 FRAME: 0391

ATTACHMENT TO PATENT RECORDATION FORM COVER SHEET

Page 3 of 6

4,623,062	ANTITHEFT CONTAINER FOR A COMPACT DISC AND METHOD OF ASSEMBLING SAME	11/18/86
4,694,557	LEADER TAPE STAKING ROD AND RELATED METHOD OF ASSEMBLY	9/22/89
4,757,958	TAPE REEL	7/19/88
D 307,582	TAPE CASSETTE	5/1/90
4,736,903	SELF-LOCKING HUB FOR A COMPACT AUDIO CASSETTE	4/12/88
4,793,480	COMPACT DISC BOX HAVING AN AUTOMATIC & UNCLAMPING CENTER MECHANISM	12/27/88
4,793,570	TAPE CASSETTE WITH SEPARATE TAPE GUIDE HAVING INTEGRATED ROLLERS & METHOD FOR MANUFACTURING THE SAME	12/27/88
4,800,641	TAPE CASSETTE WITH SEPARATE TAPE GUIDE HAVING INTEGRATED ROLLERS & METHODS FOR MANUFACTURING SAME	1/31/89
4,941,066	INJECTION MOLDED CENTER CORE FOR A RECORDING DISC AND RELATED METHOD OF MANUFACTURE	7/10/90
D 304,452	VIDEO CASSETTE WITH OPEN WINDOW & OPEN REELS	11/7/89
5,184,255	VIDEO TAPE CASSETTE WITH A REUSABLE RECORDING ENABLE/DISABLE SLIDE TAB	2/2/93
4,775,115	SINGLE REEL TAPE CARTRIDGE USED WITH A LEADER BLOCK	10/4/88
4,727,614	GROUND CORONA COME	3/1/88
4,762,292	VACUUM COLUMN WBU LOOP POSITION SENSING SYSTEM	8/9/88

PATENT

REEL: 7786 FRAME: 0392

ATTACHMENT TO PATENT RECORDATION FORM COVER SHEET

Page 4 of 6

D 311,137	THEFT RESISTANT CONTAINER	10/9/90
4,760,914	THEFT-RESISTANT RETAIL CONTAINER	8/2/88
4,850,477	COMBINED CD RETAIL PACKAGE AND CD FLIP FILE HOLDER	7/25/89
D 315,868	COMBINATION DISPLAY PACKAGE AND FLIP FILE HOLDER FOR COMPACT DISC BOXES	4/2/91
4,540,133	TAPE REEL & METHOD (Assigned from Data Technology Corporation)	9/10/85
4,875,743	RECORDING MEDIA STORAGE APPARATUS	10/24/89
D 317,978	MULTIPLE COMPACT DISC CONTAINER	07/09/91
5,056,735	VIDEO CASSETTE INTEGRAL ACTUATOR/REEL LOCK/ SPRING	10/15/91
5,026,000	VIDEO CASSETTE INTEGRAL DUST DOOR LATCH/SPRING	06/25/91
5,158,244	VIDEO CASSETTE DUST DOOR LATCH	10/27/92
5,052,634	STATIC TAPE CASSETTE REEL LOCK	10/1/91
4,986,491	REEL LEAF SPRING/CASSETTE COVER COMBINATIONS AND METHODS FOR ASSEMBLY	1/22/91
5,142,761	REEL LEAF SPRING/CASSETTE COVER COMBINATIONS AND METHODS FOR ASSEMBLY	9/1/92
5,262,916	DUST DOOR INCORPORATING REEL LOCK	11/16/93
5,259,564	INTEGRAL REEL SPRING/ REMOVABLE DUST DOOR COMBINATION	11/9/93
4,993,655	ONE PIECE TAPE REEL	2/19/91

PATENT
REEL: 7786 FRAME: 0393

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REEL: 002115 FRAME: 0250

ATTACHMENT TO PATENT RECORDATION FORM COVER SHEET

Page 5 of 6

D 335,126	TAPE CASSETTE	4/27/93
D 342,246	COMBINED TAPE CASSETTE AND LABEL CARD (As Amended)	12/14/93
5,054,616	REMOVABLE WINDOWS FOR VIDEO TAPE CASSETTE AND RELATED METHODS OF ASSEMBLY	10/08/91
5,199,661	WIRE REEL SPRING/ CASSETTE COVER COMBINATION AND METHODS FOR ASSEMBLY	04/06/93
5,169,088	VIDEO CASSETTE COMBINED DUST DOOR & DUST DOOR LATCH SPRING	12/08/92
5,191,694	CASSETTE ASSEMBLY LINE	3/8/93
5,236,081	COMPACT DISC PACKAGE	8/17/93
5,310,053	TELESCOPING COMPACT DISC HOLDER & FOLDABLE COVER	5/10/94
540,564	TAPE CASSETTE	1/20/90 Response to Restriction Requirement Filed 8/25/92
906,377	RECYCLABLE TAPE CASSETTE	6/30/92
848,153	COMBINED RETAIL PACKAGE AND END-USER HOLDER FOR COMPACT DISC	03/09/92
946,172	CD ANTI-THEFT DEVICE AND METHOD OF MANUFACTURE	9/17/92
APP #266,506	PORTABLE STORAGE DEVICE FOR A TELEPHONE LINE	6/27/94

PATENT
REEL: 7786 FRAME: 0394

ATTACHMENT TO PATENT RECORDATION FORM COVER SHEET

Page 6 of 6

5,092,536	INTEGRALLY MOLDED RECYCLABLE VIDEO TAPE CASSETTE	03/03/92
5,114,092	LOW COST VIDEO CASSETTE	05/19/92
5,201,476	WELDED VIDEO CASSETTE	04/13/93
5,240,201	INTEGRALLY MOLDED RECYCLABLE VIDEO TAPE CASSETTE	8/31/93
5,308,015	DUST DOOR ARRANGEMENT FOR VIDEO CASSETTES	05/03/94
5,328,126	CASSETTE BRAKE RELEASE	07/12/94
5,377,928	INTEGRALLY MOLDED RECYCLABLE TAPE CASSETTE	01/03/95
5,390,871	LOW COST VIDEO CASSETTE	02/21/95
5,417,379	INTEGRALLY MOLDED RECYCLABLE VIDEO TAPE CASSETTE	05/23/95
5,417,380	DUST DOOR ARRANGEMENT FOR VIDEO CASSETTES	05/23/95
APP# 056,755	INTEGRALLY MOLDED PADDLE AND ARMS BRAKE RELEASE	
APP# 145,318	WRAP AROUND LABEL	
APP# 388,432	DOOR LATCH	
APP# 793,687	VIDEO CASSETTES (DESIGN)	
APP# 947,568	ENERGY ABSORBING VIDEO CASSETTE	

PATENT
REEL: 7786 FRAME: 0395

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March 3, 2000

BY EXPRESS MAIL

Commissioner of Patents and Trademarks
BOX ASSIGNMENTS
Washington, DC 20231

Re: Trademark Recordation of a Release of a Security Agreement between
Shape Inc. (Conveying Party) and
Rice Mezzanine Lenders (Receiving Party)

Dear Sir/Madam:

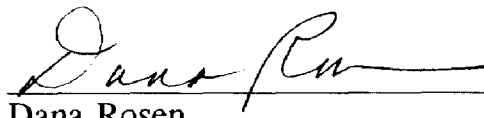
For the Recordation filing for the above referenced Security Agreement the following are enclosed:

1. One (1) recordation cover sheet for the registration of the Release of a Security Agreement;
2. One (1) deposit copy of the Release of a Security Agreement; and
3. a self-addressed stamped postcard which the Commissioner of Patents and Trademarks Office is requested to stamp "RECEIVED" and return.

Thank you for your attention to this matter. Please feel free to contact the undersigned if you should have any questions concerning this filing.

Sincerely,

PAUL WEISS RIFKIND WHARTON & GARRISON
Attorneys for Applicant



Dana Rosen

Enclosures

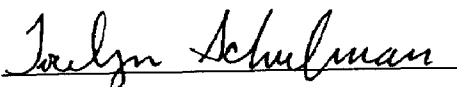
cc: Kiren Chamberlain

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Date of Deposit: March 3, 2000

Signed: 

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July 12, 2000

EXPRESS MAIL

Ms. Tara Washington
U.S. Patent and Trademark Office
Assignment Division
Box Assignments
CG-4
1213 Jefferson Davis Highway
Suite 320
Washington, DC 20231

Re: Correction of PTO Error
Three registrations/ one application number missing from
original recordation

- 1) 74/302078
- 2) 1715119
- 3) 1727127
- 4) 1841221

Dear Ms. Washington:

Please add the above three registrations numbers an one application
number to the enclosed recordation. These numbers are on the original recordation cover

sheet and were overlooked. Payment for these registrations has already been received by the PTO.

Enclosed is a stamped postcard which we request for you to send to confirm that you received the recordation correction materials. I also have included all the original recordation documents along with a new document cover sheet to clarify the marks missing from the recordation.

Thank you for your attention to this matter.

Sincerely,



Jocelyn Wolfe Schulman
Legal Assistant

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I hereby certify that this correspondence is being deposited with the United States Postal Service as Express Mail in a envelope addressed to: Ms. Tara Washington, U.S. Patent and Trademark Office, Assignment Division, Box Assignments, CG-4 1213 Jefferson Davis Highway, Suite 320, Washington, DC 20231 by Jocelyn Wolfe Schulman.

Date of Deposit: July 12, 2000

Signed: Jocelyn W. Schulman



UNITED STATES DEPARTMENT OF COMMERCE
Patent and Trademark Office
ASSISTANT SECRETARY AND COMMISSIONER
OF PATENTS AND TRADEMARKS
Washington, D.C. 20231

JUNE 07, 2000

PTAS
PAUL WEISS RIFKIND WHARTON & GARRISON
DANA ROSEN
1285 AVENUE OF THE AMERICAS
NEW YORK, NEW YORK 10019-6064



101319964A

UNITED STATES PATENT AND TRADEMARK OFFICE
NOTICE OF RECORDATION OF ASSIGNMENT DOCUMENT

THE ENCLOSED DOCUMENT HAS BEEN RECORDED BY THE ASSIGNMENT DIVISION OF THE U.S. PATENT AND TRADEMARK OFFICE. A COMPLETE MICROFILM COPY IS AVAILABLE AT THE ASSIGNMENT SEARCH ROOM ON THE REEL AND FRAME NUMBER REFERENCED BELOW.

PLEASE REVIEW ALL INFORMATION CONTAINED ON THIS NOTICE. THE INFORMATION CONTAINED ON THIS RECORDATION NOTICE REFLECTS THE DATA PRESENT IN THE PATENT AND TRADEMARK ASSIGNMENT SYSTEM. IF YOU SHOULD FIND ANY ERRORS OR HAVE QUESTIONS CONCERNING THIS NOTICE, YOU MAY CONTACT THE EMPLOYEE WHOSE NAME APPEARS ON THIS NOTICE AT 703-308-9723. PLEASE SEND REQUEST FOR CORRECTION TO: U.S. PATENT AND TRADEMARK OFFICE, ASSIGNMENT DIVISION, BOX ASSIGNMENTS, CG-4, 1213 JEFFERSON DAVIS HWY, SUITE 320, WASHINGTON, D.C. 20231.

RECORDATION DATE: 03/03/2000

REEL/FRAME: 002049/0442
NUMBER OF PAGES: 15

BRIEF: RELEASE OF SECURITY AGREEMENT

ASSIGNOR:
SHAPE INC.

DOC DATE: 12/16/1999
CITIZENSHIP: DELAWARE
ENTITY: CORPORATION

ASSIGNEE:
RICE MEZZANINE LENDERS
5847 SAN FELIPE SUITE 4350
C/O RICE CAPITAL CORPORATION
HOUSTON, TEXAS 77057

CITIZENSHIP:
ENTITY: LIMITED PARTNERSHIP
DELAWARE

APPLICATION NUMBER: 74547398
REGISTRATION NUMBER:

FILING DATE: 07/01/1994
ISSUE DATE:

MARK: PROTECTOR SERIES
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

TRADEMARK
REEL: 002115 FRAME: 0257

APPLICATION NUMBER: 74302078
REGISTRATION NUMBER: 1841221

FILING DATE: 08/07/1992
ISSUE DATE: 06/21/1994

MARK: G-ZERO
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS AND DESIGN

APPLICATION NUMBER: 74215141
REGISTRATION NUMBER:

FILING DATE: 10/22/1991
ISSUE DATE:

MARK: VIDEO PAPERBACK
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74155719
REGISTRATION NUMBER:

FILING DATE: 04/10/1991
ISSUE DATE:

MARK: PAPERBACK VIDEO
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 73080163
REGISTRATION NUMBER: 1071299

FILING DATE: 03/22/1976
ISSUE DATE: 08/16/1977

MARK: BRUISER
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 73261834
REGISTRATION NUMBER: 1176236

FILING DATE: 05/12/1980
ISSUE DATE: 11/03/1981

MARK: MULTISTAND
DRAWING TYPE: STYLIZED WORDS, LETTERS, OR NUMBERS

APPLICATION NUMBER: 73614543
REGISTRATION NUMBER: 1432816

FILING DATE: 08/13/1986
ISSUE DATE: 03/17/1987

MARK: MARK 10
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 73078920
REGISTRATION NUMBER: 1094983

FILING DATE: 03/02/1976
ISSUE DATE: 07/04/1978

MARK: SHAPE
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 73329304
REGISTRATION NUMBER: 1205306

FILING DATE: 09/23/1981
ISSUE DATE: 08/17/1982

MARK: BACK PACK
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 73700541
REGISTRATION NUMBER: 1520633

FILING DATE: 12/10/1987
ISSUE DATE: 01/17/1989

MARK: POCKET CLASSICS
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 73261836
REGISTRATION NUMBER: 1193545

FILING DATE: 05/12/1980
ISSUE DATE: 04/13/1982

MARK: VIDEOBOX
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS AND DESIGN

APPLICATION NUMBER: 73475212
REGISTRATION NUMBER: 1328189

FILING DATE: 04/13/1984
ISSUE DATE: 04/02/1985

MARK: SHAPE MARK 10
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74085950
REGISTRATION NUMBER: 1651401

FILING DATE: 08/08/1990
ISSUE DATE: 07/23/1991

MARK: GENESIS
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74120616
REGISTRATION NUMBER: 1715119

FILING DATE: 12/04/1990
ISSUE DATE: 09/15/1992

MARK:
DRAWING TYPE: MISCELLANEOUS DESIGN

APPLICATION NUMBER: 74270267
REGISTRATION NUMBER: 1881206

FILING DATE: 04/28/1992
ISSUE DATE: 02/28/1995

MARK: DMS DIGITAL MASS STORAGE SYSTEM
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74155720
REGISTRATION NUMBER: 1808362

FILING DATE: 04/10/1991
ISSUE DATE: 11/30/1993

MARK: GLOBAL ZERO
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74097701
REGISTRATION NUMBER: 1727127

FILING DATE: 09/17/1990
ISSUE DATE: 10/27/1992

MARK:
DRAWING TYPE: MISCELLANEOUS DESIGN

APPLICATION NUMBER: 74272479
REGISTRATION NUMBER: 1808383

FILING DATE: 05/05/1992
ISSUE DATE: 11/30/1993

MARK:
DRAWING TYPE: MISCELLANEOUS DESIGN

APPLICATION NUMBER: 74237927
REGISTRATION NUMBER: 1953501

FILING DATE: 01/16/1992
ISSUE DATE: 01/30/1996

MARK: GOLD PREMIUM
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM