

09-18-2000



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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

Merger

Change of Name

Other

Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

Formerly

75484327

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)

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.)

09/18/2000 MTHA11 00000199 75484327

01 FC:481 40.00 OP

02 FC:482 125.00 OP

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

TRADEMARK
REEL: 002138 FRAME: 0479

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="75484327"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1910651"/>	<input type="text" value="2071655"/>	<input type="text"/>
<input type="text" value="75420568"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1641670"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2142398"/>	<input type="text"/>	<input type="text"/>

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

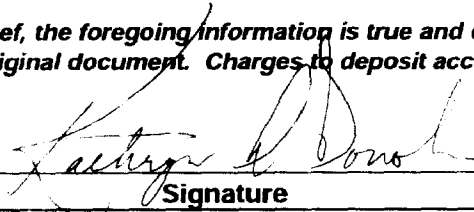
Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)
Deposit Account Number: #

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.

Kathryn A. Donohue



8/15/00

Name of Person Signing

Signature

Date Signed

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

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/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

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Registration Number(s)

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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

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NOTICE OF INTELLECTUAL PROPERTY SECURITY AGREEMENT

NOTICE dated the 24 day of July, 2000 by PIERCING PAGODA, INC., a Delaware corporation, having an address at 3910 Adler Place, Lehigh Valley, PA 18002 and each of the other corporations set forth on the signature pages hereto (collectively, "Debtors") to and in favor of FIRST UNION NATIONAL BANK, a national banking association having offices at Philadelphia, PA 19107 ("Secured Party"), as administrative agent under a certain Credit Agreement dated July 24, 2000 among Debtors, Secured Party, the lenders referred to therein (the "Lenders") and Sovereign Bank, as gold agent (as may be amended from time to time, the "Credit Agreement").

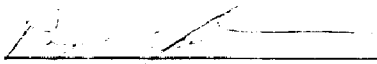
WHEREAS, Debtors are the owners of certain Intellectual Property Collateral as listed in Exhibits A, B, C and D hereto; and

WHEREAS, the Lenders have agreed to extend certain credit to Debtors on a revolving basis under the Credit Agreement on the condition that the Debtors pledge and grant to Secured Party, for the benefit of the Lenders, as collateral for Obligations (as defined in the IP Agreement described below) a security interest and lien in and to such Intellectual Property Collateral and application therefor described above, including the registrations thereof, the goodwill associated therewith and other related claims and rights (the "IP") as more fully described in a certain Intellectual Property Security Agreement by Debtors in favor of Secured Party dated July 24, 2000 (the "IP Agreement");

NOW THEREFORE, for good and valuable consideration, as security for the due and timely payment and performance of the Obligations, Debtors hereby pledge, grant and collaterally assign to Secured Party, for the benefit of Lenders, a security interest and lien in and to all rights, title and interest in and to the aforesaid IP, and give notice of such security interest and the existence of such IP Agreement providing therefor.

Executed as of the date first above written.

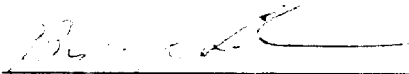
PIERCING PAGODA, INC.
3910 Adler Place
Lehigh Valley, PA 18002

By: 
Name: _____
Title:

EARS, INC.
300 Delaware Avenue, 9th Floor
Wilmington, DE 19801

By: _____
Name:
Title:

PPIFLA, LLC
1013 Centre Road
Wilmington, DE 19805

By: 
Name: _____
Title:

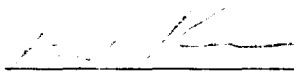
NOW THEREFORE, for good and valuable consideration, as security for the due and timely payment and performance of the Obligations, Debtors hereby pledge, grant and collaterally assign to Secured Party, for the benefit of Lenders, a security interest and lien in and to all rights, title and interest in and to the aforesaid IP, and give notice of such security interest and the existence of such IP Agreement providing therefor.

Executed as of the date first above written.

PIERCING PAGODA, INC.
3910 Adler Place
Lehigh Valley, PA 18002

By: _____
Name:
Title:

EARS, INC.
300 Delaware Avenue, 9th Floor
Wilmington, DE 19801

By:  _____
Name: *[Handwritten Name]*
Title: *[Handwritten Title]*

PPIFLA, LLC
1013 Centre Road
Wilmington, DE 19805

By: _____
Name:
Title:

STATE OF Pennsylvania
COUNTY OF Philadelphia

SS.

Before me, the undersigned, a Notary Public in and for the state and county aforesaid, on this 27th day of July, 2000, personally appeared Brenda Behmer to me known personally, and who, being first by me duly sworn, deposed and said that he/she is the Treasurer of PIERCING PAGODA, INC., and that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and that he/she acknowledged said instrument to be the free act and deed of said corporation.

Daria Di Pasquale
Notary Public

My commission expires

Notarial Seal
Daria Di Pasquale, Notary Public
Philadelphia, Philadelphia County
My Commission Expires Mar. 24, 2003
Member, Pennsylvania Association of Notaries

(Notarial Seal)

STATE OF PENNA.

COUNTY OF PHILA.

SS.

Before me, the undersigned, a Notary Public in and for the state and county aforesaid, on this 27th day of July, 2004 personally appeared BRADON KEHRMAN to me known personally, and who, being first by me duly sworn, deposed and say that he/she is the TREASURER of PPIFLA, LLC, and that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and that he/she acknowledged said instrument to be the free act and deed of said corporation.

Daria DiPasquale
 Notary Public

Notarial Seal Daria DiPasquale, Notary Public Philadelphia, Philadelphia County My commission expires <u>Mar 24, 2003</u> Member, Pennsylvania Association of Notaries
--

(Notarial Seal)

STATE OF Delaware
COUNTY OF New Castle

SS.

Before me, the undersigned, a Notary Public in and for the state and county aforesaid, on this 25 day of July, 2000, personally appeared Borden Plehman me known personally, and who, being first by me duly sworn, deposed and said that he is the Assist. Treasurer of EARS, INC., and that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and that he/she acknowledged said instrument to be the free act and deed of said corporation.

Carol Sheerway
Notary Public

My commission expires: May 12, 2003

(Notarial Seal)

EXHIBIT "A"

Software

DESCRIPTION OF SOFTWARE COLLATERAL

Source code for MARIT Audit Software Version 3.51

PHLEGAL: #917524 v3 (jnys03!.WPD)

EXHIBIT "B"

COPYRIGHT COLLATERAL

<u>COPYRIGHT DESCRIPTION</u>	<u>DATE OF CREATION</u>	<u>FIRST DATE OF DISTRIBUTION</u>	<u>ORIGINAL AUTHOR OR OWNER OR COPYRIGHT (IF DIFFERENT FROM DEBTOR)</u>	<u>DATE AND RECORDATION NUMBER OF IP AGREEMENT TO OWNER OF DEBTOR (IF ORIGINAL AUTHOR OR OWNER OF COPYRIGHT IS DIFFERENT FROM DEBTOR)</u>
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EXHIBIT "C"

PATENT COLLATERAL

<u>PATENT</u> <u>DESCRIPTION</u>	<u>DOCKET NO.</u>	<u>COUNTRY</u>	<u>SERIAL NO.</u>	<u>FILING DATE</u>	<u>STATUS</u>
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PHLEGAL: #917524 v2 (jnys02!.WPD)

TRADEMARK
REEL: 002138 FRAME: 0491

EXHIBIT "D"

TRADEMARK COLLATERAL

<u>TRADEMARK DESCRIPTION</u>	<u>COUNTRY</u>	<u>SERIAL NO.</u>	<u>REG. NO.</u>	<u>STATUS</u>
SILVER STATION	US		1,910,651	Registered August 8, 1995
PIERCING PAGODA and Design	US		1,641,670	Registered April 16, 1991
PGDA	US		2,142,398	Registered March 10, 1998
SILVER & GOLD CONNECTION	US		2,071,655	Registered June 17, 1997
DIAMOND ISLE	US	75/484,327		
THE GOLD STATION	US	75/420,568		

PHLEGAL: #917524 v2 (jnys02!.WPD)

RECORDED: 08/15/2000

TRADEMARK
REEL: 002138 FRAME: 0492