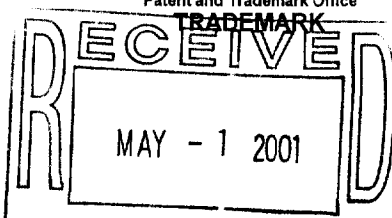


05-07-2001



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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

Effective Date  
Month Day Year  
03 29 2001

Other Release \_\_\_\_\_

#### Conveying Party

Mark if additional names of conveying parties attached

Name Bank One, Indiana Execution Date  
Month Day Year  
03 29 2001

Formerly \_\_\_\_\_ 2320073

Individual  General Partnership  Limited Partnership  Corporation  Association

Other \_\_\_\_\_

Citizenship/State of Incorporation/Organization Indiana

#### Receiving

Mark if additional names of receiving parties

Name Thompson PBE, Inc.

DBA/AKA/TA \_\_\_\_\_

Composed of \_\_\_\_\_

Address (line 1) 54 Monument Circle

Address (line 2) 7th Floor

Address (line 3) Indianapolis IN 46204  
City State/Country Zip Code

Individual  General Partnership  Limited Partnership  Corporation  Association

Other \_\_\_\_\_

Citizenship/State of Incorporation/Organization Delaware

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

05/07/2001 6TON11 00000059 2320073  
01 FC:481 40.00 OP

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, DC 20231

REEL: 002287 FRAME: 0680

**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"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="2,320,073"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<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.

Michael D. Beck

4/27/01

Name of Person Signing

Signature

Date Signed

RELEASE AND REASSIGNMENT OF

TRADEMARKS AS SECURITY

WHEREAS, Thompson PBE, Inc., a Delaware corporation (the "Company"), owns the trademarks described by their application dates and numbers in the attached Schedule A (the "Trademarks") for which there are recordings in the United States Patent and Trademark Office under the numbers set forth in the said attached Schedules; and

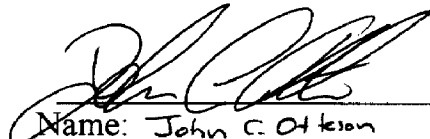
WHEREAS, pursuant to that certain Trademark Security Agreement dated as of February 27, 1998 (the "Trademark Security Agreement") the Company granted a security interest in the Trademarks to secure the payment and performance by the Company of certain of its obligations.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the undersigned does hereby terminate its security interest in, and reassign and reconvey to the Company, the Trademarks and (a) the reissues, divisions, continuations, renewals, extensions and continuations-in-part thereof, (b) all income, royalties, damages and payments now and hereafter due and/or payable under with respect thereto, including, without limitation, payments under all licenses entered into in connection therewith and damages and payments for past or future infringements thereof to the extent that there is no conflict with the provisions of any license agreement, (c) the right to sue for past, present and future infringements thereof to the extent that there is no conflict with the provisions of any license agreement, and (d) to the extent permitted by law, all of the Company's rights corresponding thereto throughout the world.

Dated: March 29, 2001

BANK ONE, INDIANA, N.A.,  
formerly known as NBD Bank, N.A.,  
as Agent

By:



Name: John C. O'Hara

Title: Managing Director

Schedule A

to

Release and Reassignment

dated as of March 29, 2001

Trademarks

<u>Mark</u>	<u>Application Date</u>	<u>Application No.</u>
SUPPLYING AMERICA'S BODYSHOPS	August 11, 1997	U.S. Serial No. 75-339,065
THOMPSON PBE	August 11, 1997	U.S. Serial No. 75-339,051