

05-08-2001



101706930

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

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

4/24/01

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

- 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/AKATA

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
- 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.)

05/07/2001 LMUELLER 00000114 1697415

FOR OFFICE USE ONLY

01 FC:481 40.00 DP
02 FC:482 600.00 DP

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: 002289 FRAME: 0639

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" value="1697415"/>	<input type="text" value="1815882"/>	<input type="text" value="1754307"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1761784"/>	<input type="text" value="1782534"/>	<input type="text" value="1791394"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1807708"/>	<input type="text" value="1824494"/>	<input type="text" value="1860039"/>

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.)

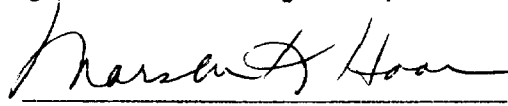
Deposit Account Number: #

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.

Marsha K. Hoover
Name of Person Signing


Signature

April 24, 2001
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/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

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 the Assignment.)

Trademark Application Number(s) or Registration Number(s)

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Registration Number(s)

<input type="text" value="1864334"/>	<input type="text" value="1932318"/>	<input type="text" value="1932319"/>
<input type="text" value="2081856"/>	<input type="text" value="1937783"/>	<input type="text" value="1918112"/>
<input type="text" value="1920294"/>	<input type="text" value="1922539"/>	<input type="text" value="1936475"/>
<input type="text" value="1921594"/>	<input type="text" value="1921665"/>	<input type="text" value="1924159"/>
<input type="text" value="1978872"/>	<input type="text" value="2019583"/>	<input type="text" value="1787969"/>
<input type="text" value="1817909"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

EXHIBIT A**TRADEMARKS ENCUMBERED BY SHERYL LEACH - U.S.
(PER SECURITY AGREEMENT DATED 9/29/95)**

Name/ Mark	Serial or Reg. No.	Owner/ Applicant	Lien Holder	Status
BARNEY (W)	1697415	Lyons Partnership, L.P.	S. Leach	Registered
BARNEY (W)	1815882	Lyons Partnership, L.P.	S. Leach	Registered
BARNEY & FRIENDS (D/W)	1754307	Lyons Partnership, L.P.	S. Leach	Registered
BARNEY & FRIENDS (D)	1761784	Lyons Partnership, L.P.	S. Leach	Registered
BARNEY (D/W)	1782534	Lyons Partnership, L.P.	S. Leach	Registered
BARNEY (D/W)	1791394	Lyons Partnership, L.P.	S. Leach	Registered
BARNEY (D)	1807708	Lyons Partnership, L.P.	S. Leach	Registered
BABY BOP (D/W)	1824494	Lyons Partnership, L.P.	S. Leach	Registered
BARNEY (D/W)	1860039	Lyons Partnership, L.P.	S. Leach	Registered
BJ (W)	1864334	Lyons Partnership, L.P.	S. Leach	Registered
BJ (D/W)	1932318	Lyons Partnership, L.P.	S. Leach	Registered
BJ (D/W)	1932319	Lyons Partnership, L.P.	S. Leach	Registered
BEDTIME WITH BARNEY (D/W)	2081856	Lyons Partnership, L.P.	S. Leach	Registered
BJ (D)	1937783	Lyons Partnership, L.P.	S. Leach	Registered
BABY BOP (D)	1918112	Lyons Partnership, L.P.	S. Leach	Registered
BJ (D)	1920294	Lyons Partnership, L.P.	S. Leach	Registered
BARNEY (D)	1922539	Lyons Partnership, L.P.	S. Leach	Registered
BABY BOP (D)	1936475	Lyons Partnership, L.P.	S. Leach	Registered
BARNEY (D/W)	1921594	Lyons Partnership, L.P.	S. Leach	Registered
BARNEY MUSIC (D/W)	1921665	Lyons Partnership, L.P.	S. Leach	Registered
BEDTIME WITH BARNEY (W)	1924159	Lyons Partnership, L.P.	S. Leach	Registered
CHILDHOOD FRIENDS (W)	1978872	Lyons Partnership, L.P.	S. Leach	Registered
THE BARNEY BAG (W)	2019583	Lyons Partnership, L.P.	S. Leach	Registered
BARNEY (D/W)	1787969	Lyons Partnership, L.P.	S. Leach	Registered
BARNEY (D/W)	1817909	Lyons Partnership, L.P.	S. Leach	Registered
BARNEY (D/W)	1713227	Lyons Partnership, L.P.	S. Leach	Cancelled
BARNEY (D/W)	1782535	Lyons Partnership, L.P.	S. Leach	Cancelled
BARNEY (W)	1579205	Lyons Partnership, L.P.	S. Leach	Cancelled
BARNEY & THE BACKYARD GANG (D/W)	1632196	Lyons Partnership, L.P.	S. Leach	Cancelled
BARNEY (D)	1626791	Lyons Partnership, L.P.	S. Leach	Cancelled
IMAGINATION ISLAND (W)	74-499,909	Lyons Partnership, L.P.	S. Leach	Abandoned
THE WINKSTER (W)	74-503,464	Lyons Partnership, L.P.	S. Leach	Abandoned

RELEASE OF SECURITY INTEREST

This RELEASE is dated and effective as of Feb. 8, 2001, and is made by Sheryl S. Leach, an individual with a residence at 76 Juniper Point, 170 Mason St. Greenville, SC 29630 ("Secured Party") in favor of Lyons Partnership, L.P. d/b/a The Lyons Group, a Texas limited partnership with an office at 830 South Greenville Ave, Allen TX 75002. ("Grantor").

WITNESSETH:

WHEREAS, on September 29, 1995, Grantor granted to Secured Party a lien on and security interest in certain copyrights (collectively the "Copyrights") and in certain trademarks, service marks and trademark and service mark registrations and applications (collectively, the "Trademarks");

WHEREAS, Secured Party has agreed to release its liens on and security interests in any and all copyrights, trademarks, service marks and trademark and service mark registrations and applications of Grantor in the U.S. and any other jurisdictions, including without limitation the Copyrights and Trademarks identified in Exhibits A, B, and C, annexed hereto and incorporated herein by this reference (collectively, the "IP Rights");

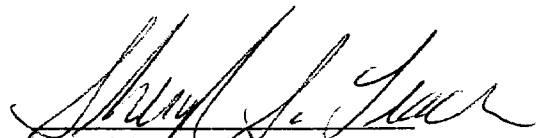
WHEREAS, a lien or security interest in the IP Rights has been recorded in favor of the Secured Party in the U.S. and in other jurisdictions;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Secured Party hereby releases any and all liens and security interests in any and all copyrights, trademarks, service marks and trademark and service mark registrations and applications of Grantor, and in any registrations that have resulted from any applications, in the U.S. and any other jurisdictions, including without limitation the Copyrights and Trademarks identified in Exhibits A, B and C, collectively the IP Rights;

Secured Party further agrees to do and perform all such further acts and things and to execute and deliver all such further agreements, forms, powers of attorney, authorizations of agent, certificates, instruments and documents as Grantor may reasonably request in order to carry out the Grantor's intent and to accomplish the purposes of this Release and to effect the recordal of a valid and binding release of any and all liens and security interests recorded against the IP Rights.

WITNESS, the execution hereof under seal as of the day and year first written.

By:


Sheryl S. Leach

CERTIFICATE OF EXPRESS MAIL

"Express Mail" mailing label number: EL842446215US

Date of Deposit: 4/24/01

I hereby certify that the foregoing Release of Security Interest is being deposited with the United States Postal Service as Express Mail, postage prepaid, in an envelope addressed to BOX ASSIGNMENTS, Commissioner for Trademarks, Washington, DC 20231 on the date indicated above.

4/24/01
Date of signature

Kevin A. Thompson
Signature

Kevin A. Thompson
Printed Name

DAVIS, MANNIX & McGRATH

ATTORNEYS AT LAW

125 SOUTH WACKER DRIVE

SUITE 1700

CHICAGO, ILLINOIS 60606-4402

(312) 332-3033

KEVIN A. THOMPSON
(312) 332-1506

FAX (312) 332-6376
KTHOMPSON@DMMLAW.COM

April 24, 2001

VIA Express Mail

BOX ASSIGNMENTS

Commissioner for Trademarks

Washington, DC 20231

Re: Recordation Form Cover Sheet – Release of Security Interest

Dear Sirs:

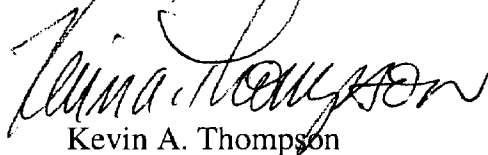
Enclosed please find the following documents for filing:

- 1) Recordation Form Cover Sheet for the Release of Security Interest by Sheryl S. Leach to Lyons Partnership, L.P.
- 2) \$640.00 as the filing fee;
- 3) Certificate of Express Mail;
- 4) A postcard to confirm receipt of this correspondence.

In the event that an additional fee is required, the Commissioner is hereby authorized to charge payment of any additional fees associated with this filing to Deposit Account No. 04-0257 (Davis, Mannix & McGrath). A duplicate copy of this letter is enclosed for charging purposes.

Very Truly Yours,

DAVIS, MANNIX & McGRATH



Kevin A. Thompson

KAT/st
Enclosure

TRADEMARK
REEL: 002289 FRAME: 0645

DAVIS, MANNIX & McGRATH

ATTORNEYS AT LAW

125 SOUTH WACKER DRIVE

SUITE 1700

CHICAGO, ILLINOIS 60606-4402

(312) 332-3033

KEVIN A. THOMPSON
(312) 332-1506

FAX (312) 332-6376
KTHOMPSON@DMMLAW.COM

April 24, 2001

VIA Express Mail
BOX ASSIGNMENTS
Commissioner for Trademarks
Washington, DC 20231

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