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

RE

3-16-01

06-18-2001

101752337

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

**TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).**

## Submission Type

- [ ] New
- [x] Resubmission (Non-Recordation)
  Document ID # 101653889
- [ ] Correction of PTO Error
  Reel # Frame #
- [ ] Corrective Document
  Reel # Frame #

## Conveyance Type

- [ ] Assignment
- [x] Security Agreement
- [ ] Merger
- [ ] Change of Name
- [ ] License
- [ ] Nunc Pro Tunc Assignment

Effective Date
Month Day Year: December 15, 2000

- [ ] Other

## Conveying Party

[x] Mark if additional names of conveying parties attached

Execution Date
Month Day Year: December 15, 2000

Name: AMG IN STORE, INC.

Formerly:

- [ ] Individual
- [ ] General Partnership
- [ ] Limited Partnership
- [x] Corporation
- [ ] Association
- [ ] Other
- [x] Citizenship/State of Incorporation/Organization: Delaware

## RECEIVING PARTY

[ ] Mark if additional names of receiving parties attached

Name: BNP Paribas

DBA/AKA/TA:

Composed of:

Address (line 1): The Equitable Building

Address (line 2): 787 Seventh Avenue

Address (line 3): New York (City) New York (State/Country) 10019 (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
- [x] Other: Banking Association
- [x] Citizenship/State of Incorporation/Organization: New York

**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**

## 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: 212-848-5200

Name: Warren L. Nachlis

Address (line 1): Shearman & Sterling

Address (line 2): 599 Lexington Avenue

Address (line 3): New York, New York 10022

Address (line 4)

## Pages

Enter the total number of pages of the attached conveyance document including any attachments. # 27

## 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) | | |
|---|---|---|---|---|---|
| | | | 1,044,006 | 1,093,280 | 1,887,929 |
| | | | 1,650.779 | | |
| | | | | | |

## 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: # 50-0324

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.*

| Warren L. Nachlis | | June 12, 2001 |
|---|---|---|
| Name of Person Signing | Signature | Date |

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

# RECORDATION FORM COVER SHEET
# CONTINUATION
# TRADEMARKS ONLY

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: Array Marketing Group, Inc.

December 15, 2000

Formerly:

☐ Individual ☐ General Partnership ☐ Limited Partnership ☒ Corporation ☐ Association

☐ Other:

☒ Citizenship/State of Incorporation/Organization: Delaware

## 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

☐ 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.)*

☐ Other:

☐ Citizenship/State of Incorporation/Organization:

## 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) | | |
|---|---|---|---|---|---|
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

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

# RECORDATION FORM COVER SHEET
# CONTINUATION
# TRADEMARKS ONLY

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: Array Marketing Corporation

December 15, 2000

Formerly:

☐ Individual ☐ General Partnership ☐ Limited Partnership ☒ Corporation ☐ Association

☐ Other

☒ Citizenship/State of Incorporation/Organization: Delaware

## 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

☐ 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.)*

☐ Citizenship/State of Incorporation/Organization

## 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) | | |
|---|---|---|---|---|---|
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

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

# RECORDATION FORM COVER SHEET
# CONTINUATION
# TRADEMARKS ONLY

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: KCS Properties, LLC

December 15, 2000

Formerly:

☐ Individual ☐ General Partnership ☐ Limited Partnership ☒ Corporation ☐ Association

☐ Other:

☒ Citizenship/State of Incorporation/Organization: Wisconsin

## 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:

☐ 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.)*

☐ Citizenship/State of Incorporation/Organization:

## 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) | | |
|---|---|---|---|---|---|
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

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

# RECORDATION FORM COVER SHEET
# CONTINUATION
# TRADEMARKS ONLY

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: KCS Industries, LLC

December 15, 2000

Formerly:

☐ Individual ☐ General Partnership ☐ Limited Partnership ☒ Corporation ☐ Association

☐ Other:

☒ Citizenship/State of Incorporation/Organization: Wisconsin

## 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

☐ 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.)*

☐ Other:

☐ Citizenship/State of Incorporation/Organization:

## 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) | | |
|---|---|---|---|---|---|
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

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

# RECORDATION FORM COVER SHEET
# CONTINUATION
# TRADEMARKS ONLY

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: American Manufacturing Company

December 15, 2000

Formerly:

☐ Individual ☐ General Partnership ☐ Limited Partnership ☒ Corporation ☐ Association

☐ Other:

☒ Citizenship/State of Incorporation/Organization: Tennessee

## 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

☐ 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.)*

☐ Other:

☐ Citizenship/State of Incorporation/Organization:

## 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) | | |
|---|---|---|---|---|---|
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

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

# RECORDATION FORM COVER SHEET
# CONTINUATION
# TRADEMARKS ONLY

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: AMG In Store, LLC

December 15, 2000

Formerly:

☐ Individual ☐ General Partnership ☐ Limited Partnership ☒ Corporation ☐ Association

☐ Other

☒ Citizenship/State of Incorporation/Organization: Delaware

## 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

☐ 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.)*

☐ Other

☐ Citizenship/State of Incorporation/Organization

## 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) | | |
|---|---|---|---|---|---|
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

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

# RECORDATION FORM COVER SHEET
# CONTINUATION
# TRADEMARKS ONLY

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: 3090547 Nova Scotia Company

December 15, 2000

Formerly:

☐ Individual ☐ General Partnership ☐ Limited Partnership ☒ Corporation ☐ Association

☐ Other:

☒ Citizenship/State of Incorporation/Organization: Providence of Nova Scotia, Canada

## 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

☐ 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.)*

☐ Corporation ☐ Association

☐ Other:

☐ Citizenship/State of Incorporation/Organization:

## 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) | | |
|---|---|---|---|---|---|
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

03-30-2001

101653889

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

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

# 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

- [x] New
- [ ] Resubmission (Non-Recordation)
  Document ID #
- [ ] Correction of PTO Error
  Reel # Frame #
- [ ] Corrective Document
  Reel # Frame #

## Conveyance Type

- [ ] Assignment
- [x] Security Agreement
- [ ] Merger
- [ ] Change of Name
- [ ] License
- [ ] Nunc Pro Tunc Assignment

Effective Date
December 15, 2000

- [ ] Other

## Conveying Party

[x] Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name: AMG IN STORE, INC.

Formerly:

- [ ] Individual
- [ ] General Partnership
- [ ] Limited Partnership
- [x] Corporation
- [ ] Association
- [ ] Other
- [x] Citizenship/State of Incorporation/Organization: DELAWARE

## RECEIVING PARTY

[ ] Mark if additional names of receiving parties attached

Name: BNP PARIBAS

DBA/AKA/TA:

Composed of:

Address (line 1): 787 7th Avenue

Address (line 2):

Address (line 3): New York, New York, USA 10019

- [ ] 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.)*
- [x] Corporation
- [ ] Association
- [ ] Other
- [ ] Citizenship/State of Incorporation/Organization: Delaware

## 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**

## 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: 212-848-5200

| | |
|---|---|
| Name | Warrem L. Nachlis |
| Address (line 1) | Shearman & Sterling |
| Address (line 2) | 599 Lexington Avenue |
| Address (line 3) | New York, New York 10022 |
| Address (line 4) | |

## Pages

Enter the total number of pages of the attached conveyance document including any attachments. # 16

## 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) | | |
|---|---|---|---|---|---|
| | | | 512963 | 1.093,280 | 1,887,929 |
| | | | 1,650,779 | 1,044,006 | |
| | | | | | |

## Number of Properties

Enter the total number of properties involved. #4

## Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): $ 115.00

Method of Payment: Enclosed X Deposit Account ☐

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

Deposit Account Number: # 50-0324

Authorization to charge additional fees: Yes ☐ No X

## 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.*

| Warren L. Nachlis | | March 13, 2001 |
|---|---|---|
| Name of Person Signing | Signature | Date |

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

# RECORDATION FORM COVER SHEET
# CONTINUATION
# TRADEMARKS ONLY

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: ARRAY MARKETING GROUP, INC.

December 15, 2000

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

☐ 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.)*

☐ Other

☐ Citizenship/State of Incorporation/Organization

## 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) | | |
|---|---|---|---|---|---|
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

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

# RECORDATION FORM COVER SHEET
# CONTINUATION
# TRADEMARKS ONLY

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: ARRAY MARKETING CORPORATION

December 15, 2000

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

☐ 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.)*

☐ Corporation ☐ Association

☐ Other

☐ Citizenship/State of Incorporation/Organization

## 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) | | |
|---|---|---|---|---|---|
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

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

# RECORDATION FORM COVER SHEET
# CONTINUATION
# TRADEMARKS ONLY

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: KCS PROPERTIES, LLC

December 15, 2000

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

☐ 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.)*

☐ Other

☐ Citizenship/State of Incorporation/Organization

## 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) | | |
|---|---|---|---|---|---|
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

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

# RECORDATION FORM COVER SHEET
# CONTINUATION
# TRADEMARKS ONLY

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: KCS INDUSTRIES, LLC

December 15, 2000

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

☐ 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.)*

☐ Other

☐ Citizenship/State of Incorporation/Organization

## 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) | | |
|---|---|---|---|---|---|
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

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

# RECORDATION FORM COVER SHEET
# CONTINUATION
# TRADEMARKS ONLY

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: AMERICAN MANUFACTURING COMPANY — December 15, 2000

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

☐ 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.)*

☐ Other

☐ Citizenship/State of Incorporation/Organization

## 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) | | |
|---|---|---|---|---|---|
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

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

# RECORDATION FORM COVER SHEET
# CONTINUATION
# TRADEMARKS ONLY

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: AMG IN STORE, LLC

December 15, 2000

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

☐ 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.)*

☐ Corporation ☐ Association

☐ Other

☐ Citizenship/State of Incorporation/Organization

## 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) | | |
|---|---|---|---|---|---|
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

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

# RECORDATION FORM COVER SHEET
# CONTINUATION
# TRADEMARKS ONLY

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: AMG IN STORE, INC.

December 15, 2000

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

☐ 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.)*

☐ Corporation ☐ Association

☐ Other:

☐ Citizenship/State of Incorporation/Organization:

## 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) | | |
|---|---|---|---|---|---|
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

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

# RECORDATION FORM COVER SHEET
# CONTINUATION
# TRADEMARKS ONLY

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: 3090547 Nova Scotia Company

December 15, 2000

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

☐ 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.)*

☐ Corporation ☐ Association

☐ Other

☐ Citizenship/State of Incorporation/Organization

## 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) | | |
|---|---|---|---|---|---|
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

# INTELLECTUAL PROPERTY SECURITY AGREEMENT

This INTELLECTUAL PROPERTY SECURITY AGREEMENT (as amended, amended and restated, supplemented or otherwise modified from time to time, the "***IP Security Agreement***") dated as of December 15, 2000, is made by the Persons listed on the signature pages hereof (collectively, the "***Grantors***") in favor of BNP Paribas ("***BNP Paribas***"), as collateral agent (the "***Collateral Agent***") for the Secured Parties (as defined in the Credit Agreement referred to below).

WHEREAS, AMG In Store, Inc., a Delaware corporation, has entered into a Credit Agreement dated as of December 15, 2000 (as amended, amended and restated, supplemented or otherwise modified from time to time, the "***Credit Agreement***"), with BNP Paribas, as Administrative Agent and Collateral Agent, and the Lender Parties party thereto. Terms defined in the Credit Agreement and not otherwise defined herein are used herein as defined in the Credit Agreement.

WHEREAS, as a condition precedent to the making of Advances and the issuance of Letters of Credit by the Lender Parties under the Credit Agreement and the entry into Secured Hedge Agreements by the Hedge Banks from time to time, each Grantor has executed and delivered that certain Security Agreement dated December 15, 2000 made by the Grantors to the Collateral Agent (as amended, amended and restated, supplemented or otherwise modified from time to time, the "***Security Agreement***").

WHEREAS, under the terms of the Security Agreement, Grantors have granted a security interest in, among other property, certain intellectual property of the Grantors to the Collateral Agent for the ratable benefit of the Secured Parties, and have agreed as a condition thereof to execute this IP Security Agreement for recording with the U.S. Patent and Trademark Office, the United States Copyright Office and other governmental authorities.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each Grantor agrees as follows:

SECTION 1. Grant of Security. Each Grantor hereby grants to the Collateral Agent for the ratable benefit of the Secured Parties a security interest in and to all of such Grantor's right, title and interest in and to the following (the "***Collateral***"):

(i) the United States, international, and foreign patents and patent applications set forth in Schedule A hereto, together with all reissues, divisions, continuations, continuations-in-part, extensions and reexaminations thereof, and all rights therein provided by international treaties or conventions (the "***Patents***");

(ii) the United States and foreign trademark and service mark registrations and applications set forth in Schedule B hereto (the "***Trademarks***");

(iii) the copyrights and United States and foreign copyright registrations and applications set forth in Schedule C hereto (the "***Copyrights***");

(iv) any and all claims for damages for past, present and future infringement, misappropriation or breach with respect to the Patents, Trademarks and Copyrights, with the right, but not the obligation, to sue for and collect, or otherwise recover, such damages; and

(v) any and all proceeds of the foregoing.

SECTION 2. Security for Obligations. The grant of a security interest in the Collateral by each Grantor under this IP Security Agreement secures the payment of all Obligations of each Loan Party now or hereafter existing under or in respect of the Loan Documents, whether direct or indirect, absolute or contingent, and whether for principal, reimbursement obligations, interest, premiums, penalties, fees, indemnifications, contract causes of action, costs, expenses or otherwise. Without limiting the generality of the foregoing, this IP Security Agreement secures, as to each Grantor, the payment of all amounts that constitute part of the Secured Obligations and that would be owed by such Grantor to any Secured Party under the Loan Documents but for the fact that such Secured Obligations are unenforceable or not allowable due to the existence of a bankruptcy, reorganization or similar proceeding involving a Loan Party.

SECTION 3. Recordation. Each Grantor authorizes and requests that the Register of Copyrights, the Commissioner of Patents and Trademarks and any other applicable government officer record this IP Security Agreement.

SECTION 4. Execution in Counterparts. This IP Security Agreement may be executed in any number of counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement.

SECTION 5. Grants, Rights and Remedies. This IP Security Agreement has been entered into in conjunction with the provisions of the Security Agreement. Each Grantor does hereby acknowledge and confirm that the grant of the security interest hereunder to, and the rights and remedies of, the Collateral Agent with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated herein by reference as if fully set forth herein.

SECTION 6. Governing Law. This IP Security Agreement shall be governed by, and construed in accordance with, the laws of the State of New York.



TRADEMARK
REEL: 002315 FRAME: 0264

IN WITNESS WHEREOF, each Grantor has caused this Agreement to be duly executed and delivered by its officer thereunto duly authorized as of the date first above written.

AMG IN STORE, INC.

By: _____
Name: Robert Ebenlein
Title: Secretary + CFO

Address for Notices:

c/o Array Marketing Group, Inc.
633 W. 5th Street, Suite 6650
Los Angeles, CA 90071

NYDOCS02/548675

ARRAY MARKETING GROUP, INC.

By: _____
Name: Robert Eberlein
Title: Secretary + CFO

Address for Notices:

c/o Array Marketing Group, Inc.
633 W. 5th Street, Suite 6650
Los Angeles, CA 90071

548675

ARRAY MARKETING CORPORATION

By: _____

Name: Robert Eberlein

Title: Secretary + CFO

Address for Notices:

C/O Array Marketing Group, Inc.

633 W. 5th Street, Suite 6650

Los Angeles, CA 90071

/DOCS02/548675

KCS PROPERTIES, LLC

By: _____

Name: Robert Eberlein

Title: Secretary + CFO

Address for Notices:

c/o Array Marketing Group, Inc.

633 W. 5th Street, Suite 6650

Los Angeles, CA 90071

48675

KCS INDUSTRIES, LLC

By: _____

Name: Robert Eberlein

Title: Secretary + CFO

Address for Notices:

c/o Array Marketing Group, Inc.
633 W. 5th Street, Suite 6650
Los Angeles, CA 90071

AMERICAN MANUFACTURING COMPANY

By: _____

Name: Robert Eberlein

Title: Secretary + CFO

Address for Notices:

c/o Array Marketing Group, Inc.
633 W. 5th Street, Suite 6650
Los Angeles, CA 90071

CS02/548675

AMG IN STORE, LLC

By: _____

Name: Robert Eberlein

Title: Secretary + CFO

Address for Notices:

C/O Array Marketing Group, Inc.

633 W. 5th Street, Suite 6650

Los Angeles, CA 90071

302/548675

3090547 Nova Scotia Company

By: _____

Name: Robert Eberlein

Title: Secretary + CFO

Address for Notices:

C/o Array Marketing Group, Inc.
633 W. 5th Street, Suite 6650
Los Angeles, CA 90071

548675

**Schedule A**
**Intellectual Property Security Agreement**

**PATENTS**

| Title | Jurisdiction | Patent (Application Number) | Issue or (Filing Date) |
|---|---|---|---|
| Low Voltage Inverter for Powering Display Tubes | United States | (08/258,763) | (6/13/94) |
| Flat Mount Electrode Socket | United States | 5,571,026 | 11/5/96 |
| Low Voltage Inverter for Powering Display Tubes | United States | (08/433,892) | (5/2/95) |
| Stand for Gas Discharge Tube Lighting | United States | (08/433,893) | (5/2/95) |
| Low Voltage Inverter Including Open Circuit Detection | United States | (08/515,323) | (8/15/95) |
| Power Supply System Including Mechanical Output Switches | United States | 5,811,892 | 9/22/98 |
| Seven Segment Neon | United States | Unfiled | Unfiled |
| Power Converter for Use with Single-Electrode Display Tube | United States | (08/433,890) | (5/2/95) |
| Package Dispensing Device | United States | 5,351,854 | 10/4/94 |
| Merchandising Display System | United States | 5,588,537 | 12/31/96 |
| Merchandise Display System | United States | 5,545,958 | 8/13/96 |
| Merchandise Display System | United States | 5,551,577 | 9/3/96 |
| Billiard Ball Rack Incorporating a Display Area | United States | 5,529,540 | 6/25/96 |
| Flowing Liquid Display | United States | (08/570,655) | (12/11/95) |
| Fading Image Illuminated Display | United States | Unfiled | Unfiled |
| Expandable Wire Tray Merchandiser | United States | Unfiled | Unfiled |



TRADEMARK
REEL: 002315 FRAME: 0273

| Title | Jurisdiction | Patent or (Application Number) | Issue or (Filing Date) |
|---|---|---|---|
| Baseball Glove Rack Display | United States | Unfiled | Unfiled |
| Golf Supply Display | United States | Unfiled | Unfiled |
| Collapsible Display and Dispensing Device | United States | 4,785,944 | 11/22/88 |
| Book Rest | United States | 4,776,552 | 11/11/88 |
| Bracket Unit for Price Display | United States | D421,067 | 2/22/00 |
| End Cap for Display Book Spine | United States | D350,366 | 9/6/94 |
| Swivel Podium | United States | D331,345 | 12/1/92 |
| Retractable Data Display Unit | United States | D322,287 | 12/10/91 |
| Collapsible Display and Dispenser Stand | United States | D314,091 | 1/29/91 |
| Shelf Extender Attachment For Displaying Merchandise | United States | D298,501 | 11/15/88 |
| Floor Display | United States | D297,084 | 8/9/88 |



TRADEMARK
REEL: 002315 FRAME: 0274

**Schedule B**
**Intellectual Property Security Agreement**

**TRADEMARKS**

| Tradepark | Jurisdiction | Registration or Application No. | Registration or Filing Date |
|---|---|---|---|
| KCS | Mexico | 512963 | 12/4/98 |
| SHOW 'N' SELL | United States | 1,093,280 | 6/13/78 |
| STOCKPOP | United States | 1,887,929 | 4/4/95 |
| GREEN P.O.P. | United States | 1,650,779 | 7/16/91 |
| T-LITE | United States | 1,044,006 | 7/20/76 |

**Schedule C**
**Intellectual Property Security Agreement**

**COPYRIGHTS**

None.



TRADEMARK
RECORDED: 03/16/2001 REEL: 002315 FRAME: 0276