

FORM PTO-1618A

Expires 08/30/99
OMB 0651-0027

09-21-2001



101851915

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

**RECORDATION FORM COVER SHEET
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11.17.00

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
 - Security Agreement
 - Merger
 - Change of Name
 - Other
 - License
 - Nunc Pro Tunc Assignment
- Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

1937148

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of conveying 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 Assignment.)

12X11/2000 MTHA11 00000311 1937148

FOR OFFICE USE ONLY

01 FC:481 40.00 DP
02 FC:482 825.00 DP

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Mail documents to be recorded with required cover sheet(s) information to:
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TRADEMARK
REEL: 002331 FRAME: 0070

FORM PTO-1618C

Expires 06/30/99
OMB 0851-0027

RECORDATION FORM COVER SHEET CONTINUATION TRADEMARKS ONLY

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

Conveying Party

Mark if additional names of conveying parties attached

Enter Additional Conveying Party

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Enter Additional Receiving Party

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.)

Trademark Applications 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)

	1835928	1574195
1937148	1937146	1937149
1974704	1931791	1834247
1171887	1835927	612869
1707676	697889	951482
951501	1769616	1851851
1325304	1830755	1539987

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Expires 06/30/99
OMB 0651-0027

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Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

[Empty box for Name]

Address (line 1)

[Empty box for Address (line 1)]

Address (line 2)

[Empty box for Address (line 2)]

Address (line 3)

[Empty box for Address (line 3)]

NOV 17 2000

Address (line 4)

[Empty box for Address (line 4)]

Correspondent Name and Address

Area Code and Telephone Number

314-259-2000

Name

David A. Roodman, Esq.

Address (line 1)

Bryan Cave LLP

Address (line 2)

211 North Broadway, Suite 3600

Address (line 3)

St. Louis, Missouri 63102

Address (line 4)

[Empty box for Address (line 4)]

Pages

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

#

4

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)

75453324

75453183

75453184

1745443

1358774

1989620

75453322

75453323

1989609

1475569

1785136

1749761

1860193

1846085

Number of Properties

Enter the total number of properties involved

#

34

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

865.00

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:

#

02-4467

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.

David A. Roodman

Name of Person Signing

David A. Roodman

Signature

11/17/00

Date Signed

TRADEMARK

REEL: 002331 FRAME: 0072

RELEASE OF SECURITY INTEREST IN U.S. PATENTS

THIS RELEASE OF SECURITY INTEREST IN PATENTS, dated as of September 6, 2000 ("Agreement"), is entered into by and between BELAE BRANDS, INC., a Delaware corporation ("BBI"), having an address at 15458-A North 28th Avenue, Phoenix, Arizona 85053, and FINOVA CAPITAL CORPORATION, a Delaware corporation ("FINOVA"), having an address at 355 South Grand Avenue, Suite 2400, Los Angeles, California 90071.

RECITALS:

WHEREAS, BBI executed in favor of FINOVA that certain Intellectual Property Security Agreement dated December 23, 1998, pursuant to which BBI assigned and granted to FINOVA a certain security interest in and to, *inter alia*, all of BBI's right, title and interest in, to and under certain ideas, inventions, patent applications and patents in the United States and throughout the world including, but not limited to, the ideas, inventions, patent applications and patents specifically listed on Schedule A attached hereto (hereinafter collectively referred to as the "Secured Property"); and

WHEREAS, such U.S. Grant of Security Interest was recorded at the Assignment Branch of the U.S. Patent and Trademark Office at Reel 9808, Frame 0014 on March 4, 1999; and

WHEREAS, FINOVA desires, pursuant to that certain Termination of Intellectual Property Security Agreement between BBI and FINOVA of even date herewith, to formally release its security interest in and to the Secured Property and in and to any and all other patents of BBI and the goodwill associated therewith, and to record such release with the U.S. Patent and Trademark Office;

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, FINOVA does hereby release and reconvey to BBI all of

FINOVA's right, title and interest in, to and under the Secured Property and in and to any and all other patents of BBI.

IN WITNESS WHEREOF, FINOVA has executed this Release of Security Interest in Patents as of this 6th day of September, 2000.

FINOVA CAPITAL CORPORATION

By: Madelyn Tran
Name: MADELYN TRAN
Title: Assistant Vice President

