



08-24-2001

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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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To the Honorable Commissioner of Patents and Trademarks and to the appropriate original documents or copy thereof.

1. Name of conveying party(ies): 8-21-01 AEC One Stop Group, Inc. [] Individual(s) [] Association [] General Partnership [] Limited Partnership [x] Corporation-State [] Other Additional name(s) of conveying party(ies) attached? [] Yes [x] No

2. Name and address of receiving party(ies) Name: General Electric Capital Corporation Internal Address: Street Address: 800 Connecticut Ave., Two North City: Norwalk State: CT Zip: 06854 [] Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [x] Corporation-State [] Other If assignee is not domiciled in the United States, a domestic representative designation is attached: [] Yes [] No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? [] Yes [] No

3. Nature of conveyance: [] Assignment [] Merger [x] Security Agreement [] Change of Name [] Other May 24, 2001 Execution Date:

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 74/049290 B. Trademark Registration No.(s) 1666163 Additional number(s) attached [x] Yes [] No

6. Total number of applications and registrations involved: 27

5. Name and address of party to whom correspondence concerning document should be mailed: Name: James Martin Internal Address: Street Address: O'Melveny & Myers LLP 555 13th Street, NW, Suite 500W City: Washington State: DC Zip: 20004

7. Total fee (37 CFR 3.41).....\$ 690.00 [x] Enclosed [] Authorized to be charged to deposit account

8. Deposit account number: (Attach duplicate copy of this page if paying by deposit account)

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9. 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. George Campagna Name of Person Signing Signature Date 8/14/01 Total number of pages including cover sheet, attachments, and document: 3

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

08/23/2001 TDIAZI 00000035 74049290 01 FC:481 40.00 DF 02 FC:482 650.00 DF

TRADEMARK REEL: 002354 FRAME: 0838



SCHEDULE I
TO TRADEMARK SECURITY AGREEMENT SUPPLEMENT

Registered Trademarks of AEC One Stop Group, Inc.

Key: 009 = Software or CD Rom
016 = printed matter (usually books)
035 = Advertising and Business
041 = Education and Entertainment
042 = Online Database

<u>Mark</u>	<u>Location</u>	<u>Class</u>	<u>Serial #</u>	<u>Reg. #</u>
Abbey Road Record Dist.	USA	042	74/049290	1666163
AEC One Stop Group	Brazil	035	823045471	Pending
AEC One Stop Group	Brazil	042	823045536	Pending
AEC One Stop Group	USA	035	75/832283	Pending
AM2 & Design	USA	035	75/832539	Pending
AM2PED & Design	USA	041	75/832286	Pending
AM2PED & Design	USA	016	75/832288	2401942
AMG & Design	USA	042	75/832284	Pending
AMG All Game Guide	USA	041	76/239928	Pending
AMG All Music Guide	Brazil	042	823045528	Pending
AMG All Music Guide	Brazil	009	823045404	Pending
AMG All-Game Guide	USA	009	75/532929	Pending
AMG All-Media Guide	USA	042	75/692836	2418753
AMG All-Poster Guide	USA	041	75/692839	Pending
AMG Guide to Rock Art	USA	041	75/692837	Pending
AMG Sonicguide	USA	041	76/235164	Pending
AMG Sonicguide	USA	009	76/235163	Pending
Amigo! AEC Music Index & Design	Brazil	009	823045463	Pending
Amigo! AEC Music Index & Design	USA	009	75/832285	2397766
Astro*Talk & Design	USA	009	74/470652	1871150
CDF Consumer Direct Fulfillment & Design	USA	035	75/832287	2404000
IDN Innovative Distribution Network & Design	USA	035	75/834100	2393497
Movie Map	USA	016	Pending	Pending
Music Map	USA	042	75/469593	2320323
The Store 24 & Design	USA	035	75/567236	Pending
TV Tonite!	USA	042	75/692838	2384353
Web AMI Interactive Alliance Music Index & Design	USA	009	75/832293	Pending



EXECUTION

TRADEMARK SECURITY AGREEMENT SUPPLEMENT

TRADEMARK SECURITY AGREEMENT SUPPLEMENT (this "Supplement"), dated as of May 21, 2001, is delivered pursuant to that certain Trademark Security Agreement dated as of August 19, 1998 between AEC ONE STOP GROUP, INC., a Delaware corporation ("Grantor") and GENERAL ELECTRIC CAPITAL CORPORATION, in its capacity as agent for Lenders ("Agent") (as it may be from time to time amended, modified or supplemented, the "Trademark Security Agreement"), and Sections 5(a) and 5(i) of that certain Security Agreement dated as of August 19, 1998 between Grantor, the other Grantors listed on the signature pages thereof, and Agent. Capitalized terms used herein without definition shall have the same meanings herein as set forth in the Trademark Security Agreement.

Subject to the terms and conditions of the Trademark Security Agreement, Grantor hereby grants to Agent a security interest in all of such Grantor's right, title and interest in and to the Trademarks and Trademark Licenses listed on Supplemental Schedule I annexed hereto, in each case whether now or hereafter existing or in which Grantor now has or hereafter acquires an interest and wherever the same may be located. All such Collateral shall be deemed to be part of the Collateral and hereafter subject to each of the terms and conditions of the Trademark Security Agreement.

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

GRANTOR:

AEC ONE STOP GROUP, INC.

By: *Darren Karst*
Name: Darren Karst
Title: Executive Vice President