

07-03-2002



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TO: The Commissioner of Patents and Trademarks

Please record the attached original document(s) or copy(ies).

Submission Type

- New 6-27-02
- Resubmission (Non-Recordation)
Document ID#
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other Notice of Grant of Security Interest

Effective Date
Month Day Year
02/01/02

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

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 Association
- Other
- Citizenship/State of

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.)

07/02/2002 08:38:15 00000255 4771415

01 FC:181
02 FC:182

40.00 OP
200.00 OP

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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

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="1771415"/>	<input type="text" value="1788119"/>	<input type="text" value="2185805"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1411302"/>	<input type="text" value="2278443"/>	<input type="text" value="1909283"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1411303"/>	<input type="text" value="1743119"/>	<input type="text" value="1267126"/>

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.

Steven D. Thomas
Name of Person Signing

Steven D. Thomas
Signature

June 27 2002
Date Signed

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Tranche B Security Agreement dated as of February 1, 2002 (the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A., as Agent (the "Agent") for the Lenders referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Agent for the ratable benefit of the Lenders:

TRADEMARKS

<u>Trademark No.</u>	Description of Trademark <u>Item</u>	Date of <u>Trademark</u>
	See Attached	

Trademark Applications

<u>Trademark Applications No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Applications</u>
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The Obligors and the Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

ALL NIGHT MEDIA, INC.

By: 

Name: John H. FitzSimons

Title: Vice President

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Agent

By: 

Name: _____

Title: _____

Michael R. Heredia
Managing Director

TRADEMARKS

All Night Media, Inc.

<u>Trademark</u>	<u>Registration Number</u>	<u>Date of Trademark</u>
All Night Media	1,771,415	5/18/93
Alphabeasts	1,411,302	9/30/86
Numbirds	1,411,303	9/30/86
Roll-Arounds	1,788,119	8/17/93
Say It With Stamps!	2,278,443	9/14/99
Stamp-A-Story	1,743,119	12/29/92
Stamp Attack	2,185,805	9/1/98
Stamp Craft	1,909,283	8/1/95
Stamp Out	1,267,126	2/14/84