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REGISTRATION F  
FINANCE SECTION TRADEM.

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

Submission Type

New

7.19.02

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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

05/29/02

Conveying Party

Mark if additional names of conveying parties attached

Execution Date

Month Day Year

Name

All Night Media, Inc.

05/29/02

Formerly

[Empty box]

Individual

General Partnership

Limited Partnership

Corporation

Association

Other

[Empty box]

Citizenship/State of Incorporation/Organization

Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name

Bank of America, N.A., as Senior Creditor Agent

DBA/AKA/TA

[Empty box]

Composed of

[Empty box]

Address (line 1)

101 North Tryon Street

Address (line 2)

15<sup>th</sup> Floor

Address (line 3)

Charlotte

North Carolina

28255

City

State/Country

Zip Code

Individual

General Partnership

Limited Partnership

Corporation

Association

Other

National Banking Association

Citizenship/State of

Incorporation/Organization

[Empty box]

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.)

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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

07/24/2002 09:41:01 00000224 2185805

01 FC:481  
02 FC:482

40.00 OP  
200.00 OP

TRADEMARK  
REEL: 002549 FRAME: 0745

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

**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:

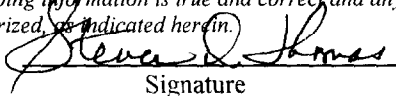
Yes  No

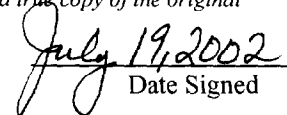
**Statement and Signature**

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

  
Signature

  
Date Signed

**NOTICE**  
**OF**  
**GRANT OF SECURITY INTEREST**  
**IN**  
**TRADEMARKS**

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of May 29, 2002 (the "Security Agreement") by and among the Obligor party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A., as Senior Creditor Agent (the "Senior Creditor Agent") for the Secured Parties referenced therein (the "Secured Parties"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Senior Creditor Agent for the benefit of the Secured Parties:

TRADEMARKS

<u>Trademark No.</u>	Description of Trademark <u>Item</u>	Date of <u>Trademark</u>
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SEE ATTACHED


Trademark Applications

<u>Trademark Applications No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Applications</u>
---------------------------------------	--	--

The Obligors and the Senior Creditor Agent, on behalf of the Secured Parties, 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 Senior Creditor Agent

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

The Obligors and the Senior Creditor Agent, on behalf of the Secured Parties, 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 Senior Creditor Agent

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_  
**STEVE A. ARONOWITZ**  
**MANAGING DIRECTOR**

**All Night Media Inc.  
(Delaware Corporation)**

**U.S. Trademarks**

**Registered Marks**

<b>Mark</b>	<b>Registration No.</b>	<b>Registration Date</b>
STAMP ATTACK	2185805	9/1/98
STAMP ATTACK and Design	1909283	8/1/95
ROLL-AROUNDS	1788119	8/17/93
ALL NIGHT MEDIA	1771415	5/18/93
STAMP-A-STORY	1743119	12/29/92
NUMBIRDS	1411303	9/30/86
ALPHABEASTS	1411302	9/30/86
STAMP OUT	1267126	2/14/84
SAY IT WITH STAMPS	2278443	9/14/99