

07-25-2002

Department of Commerce
Patent and Trademark Office
RK

FINANCE SECTION RECORDATION
TRADEMARK



102167683

TO: The Commissioner of Patents and Trademarks: Please receive original document(s) or copy(ies).

Submission Type

- New 7.19.02
- Resubmission (Non-Recordation)
Document ID#
- Correction of PTO Error
Reel # Frame #
- Corrective Document
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Conveyance Type

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

Effective Date
Month Day Year
05/29/02

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year
05/29/02

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other

Citizenship/State of Incorporation/Organization

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Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

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- Individual General Partnership Limited Partnership
- Corporation Association
- Other
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FOR OFFICE USE ONLY

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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 ANNED1 00000212 2185805
DUR1320487-1
01 FC:481
02 FC:482

200.00 OFF

TRADEMARK
REEL: 002550 FRAME: 0124

Domestic Representative Name and Address

Enter for the first Receiving Party Only.

Name

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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): \$

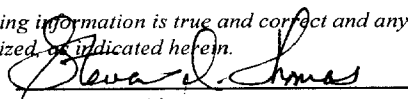
Method of Payment: Enclosed Deposit Account
 Deposit Account
 (Enter for payment by deposit account or if additional fees can be charged to the account.)

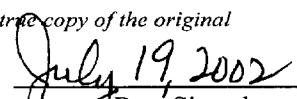
Deposit Account Number: #
 Authorization to charge additional fees: Yes No

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 Working Capital Security Agreement dated as of May 29, 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 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

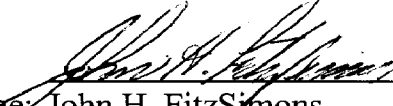
Trademark Applications

<u>Trademark Applications No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Applications</u>
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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: STEVE A. ARONOWITZ
Title: MANAGING DIRECTOR

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

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
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