

09-20-2002

RECORDATION FORM COVER SHEET

Docket No.:

244-001320-US (-TM)



TRADEMARKS ONLY

102228096

Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

People's Bank

9/16/02

- Individual(s)
- General Partnership
- Corporation-State Connecticut
- Other
- Association
- Limited Partnership

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: September 9, 2002

2. Name and address of receiving party(ies):

Name: Star Struck, Inc.

Internal Address: P.O. Box 308

Street Address: 8 Francis J. Clarke Circle

City: Bethel State: CT ZIP: 06801

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Connecticut
- Other

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

75551604

B. Trademark Registration No.(s)

1680994,
1749310

Additional numbers Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Thomas L. Tully, Esq.

Internal Address: Perman & Green, LLP

Street Address: 425 Post Road

City: Fairfield State: CT ZIP: 06824

6. Total number of applications and registrations involved:.....

3

7. Total fee (37 CFR 3.41):.....\$ 70.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

16-1350

OFFICE OF PUBLIC RECORDS
SEP 16 PM 1:10
FINANCE SECTION

09/20/2002 JJMLNR 00000001 161350 75551604

DO NOT USE THIS SPACE

01 FC:481 40.00 OP
02 FC:482 20.00 CH 30.00 OP

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.

Clarence A. Green

Name of Person Signing

Clarence A. Green
Signature

9 Sep 2002
Date

Total number of pages including cover sheet, attachments, and

4

TRADEMARK

REEL: 002585 FRAME: 0245

TRADEMARK ASSIGNMENT AGREEMENT

This TRADEMARK ASSIGNMENT AGREEMENT, is made as of September 9, 2002 ("Assignment") by PEOPLE'S BANK a Connecticut banking corporation ("PEOPLE'S"), having a mailing address at 850 Main Street, Bridgeport, Connecticut 06604-4913 ("LENDER"), and STAR STRUCK, INC., a Connecticut corporation having a mailing address at 8 Francis J. Clarke Circle, P.O. Box 308, Bethel, Connecticut 06801-0308 ("ASSIGNEE").

RECITAL

WHEREAS People's and the Assignee are parties to a certain Loan Agreement dated October 29, 1998 between the Assignee and People's (as amended from time to time, the "Loan Agreement"), and to a certain Collateral Assignment of Trademarks and Security Agreement dated October 29, 1998 (the "Collateral Assignment") under which People's was granted certain trademark rights for the Trademarks (as defined below), and

WHEREAS People's and the Assignee desire to enter into a certain Amended and Restated Collateral Assignment of Trademarks and Security Agreement to be executed by the Assignee and People's after execution of the Assignment.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, People's does hereby assign, transfer, set over, and deliver to Assignee and its successors and assigns all of People's rights, title and interest in and to all of the trademark applications and trademarks listed in Schedule A hereto.

IN WITNESS WHEREOF, this Trademark Assignment Agreement has been executed as of the date and year first above written.


PEOPLE'S BANK

By:


Name: Peter Coates
Title: Vice President

STAR STRUCK, INC.

By:

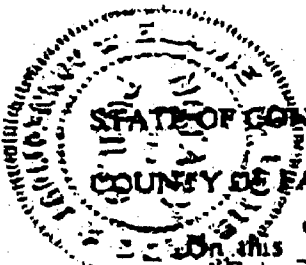

Name: Kenneth Karlan
Title: President

CERTIFICATE OF ACKNOWLEDGMENT

STATE OF CONNECTICUT)
) ss. Bethel
COUNTY OF FAIRFIELD)

On this ___th day of September, 2002, before me, the undersigned officer, personally appeared _____ of Star Struck, Inc., signer and sealer of the foregoing instrument and acknowledged the same to be his free act and deed and the free act and deed of said limited liability company.

Commissioner of the Superior Court
Notary Public
My Commission Expires: _____



STATE OF CONNECTICUT)
) ss. Bridgeport
COUNTY OF FAIRFIELD)

On this 9th day of September, 2002, before me, the undersigned officer, personally appeared Peter Chaks, vice president of People's Bank, signer and sealer of the foregoing instrument and acknowledged the same to be his free act and deed and the free act and deed of said banking association.

Clair M. Lombardo

Commissioner of the Superior Court
Notary Public
My Commission Expires: ~~My Commission Exp. June 30, 2004~~

SCHEDULE A

TRADEMARK REGISTRATIONS

<u>MARK</u>	<u>REG. NO.</u>	<u>REG. DATE</u>
CRYSTAL CLEAR	1,749,310	Sept. 13, 1991
PYRAMID	1,680,994	March 23, 1990
TRADEMARK APPLICATION		
THE GAME STARTS HERE	75/931,604	Sept. 11, 1998