

03-31-2003

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)



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

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

WLD 3-28-03

1. Name of conveying party(ies):

AMB Group, LLC

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

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: Exodus Capital, LLC

Internal Address: Attn: David Hornrich

Street Address: 3290 Northside Pkwy, Suite 600

City: Atlanta State: GA Zip: 30327

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership Georgia
- 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
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: March 26, 2003

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

A. Trademark Application No.(s) See Attached

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: King & Spalding

Internal Address: Attn: Deborah Corey

Street Address: 191 Peachtree Street

City: Atlanta State: GA Zip: 30303

6. Total number of applications and registrations involved: 7

7. Total fee (37 CFR 3.41).....\$ 310.00 (incl. expedite fee)

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

03/31/2003 DBYRNE 00000040 76262792

DO NOT USE THIS SPACE

01 FC:8521 40.00 OP
 02 FC:8522 150.00 OP
 03 FC:8523 120.00 OP

9. Signature.

Deborah Corey
Name of Person Signing

Deborah Corey
Signature

March 26, 2003
Date

Total number of pages including cover sheet, attachments, and document: 6

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

TRADEMARK
REEL: 002626 FRAME: 0139

TRADEMARKS

World Theatre, Inc.

<i>TRADEMARK</i>	<i>APPLICATION*/ REGISTRATION NO.</i>	<i>SERIAL/ REGISTRATION DATE</i>
KEY	76262792	05/25/2001
KEY MARK	76303816	08/23/2001
WTI	76089873	07/17/2000
WORLD THEATRE	75737130	06/25/1999
WORLD THEATRE	76058349	05/30/2000
POS	76126516	09/12/2000
PERSONAL ORDERING SYSTEM	76441119	08/16/2002

*All of such Trademark applications are on an intent to use basis.

ASSIGNMENT OF TRADEMARK COLLATERAL

THIS ASSIGNMENT OF TRADEMARK COLLATERAL, dated as of March **26**, 2003 (hereinafter, this "Assignment"), by AMB GROUP, LLC, a Georgia limited liability company having its principal place of business at 3290 Northside Parkway, Suite 600, Atlanta, Georgia 30327 (the "Assignor") to EXODUS CAPITAL, LLC, a Georgia limited liability company having its principal place of business at 3290 Northside Parkway, Suite 600, Atlanta, Georgia 30327 (hereinafter, the "Assignee");

WHEREAS, the Assignor acquired a security interest in the property described in that certain Trademark Security Agreement, dated as of January 22, 2002, between World Theatre, Inc., certain lenders from time to time parties thereto and the Assignor, as recorded in the United States Patent and Trademark Office (the "USPTO") on January 28, 2002 on Reel 002404, Frame 0678, and as further described in that certain Trademark Security Agreement, dated as of February 14, 2003, as recorded in the USPTO on February 20, 2003 on Reel 002611, Frame 0724 (all such property attached hereto as Schedule 1, the "Trademark Collateral"); and

WHEREAS, pursuant to that certain Agreement Regarding Resignation and Appointment of Collateral Agent (the "Resignation Agreement"), dated as of March 10, 2003, between the Assignor and the Assignee whereby the Assignor resigned as Collateral Agent (as such term is defined in the Trademark Security Agreements and the Resignation Agreement) and the Assignee appointed itself as successor Collateral Agent thereunder; and

WHEREAS, the Assignor is desirous of assigning and the Assignee is desirous of acquiring said security interest in the Trademark Collateral;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Assignor by these presents does assign and transfer unto the Assignee the full, exclusive and entire right, title, and interest in the Trademark Collateral and all trademarks, trade names, corporate names, company names, business names, trade styles, service marks, certification marks, collective marks, logos and other source business identifiers, and all good will of the business associated therewith.

IN WITNESS WHEREOF, the undersigned has caused this Assignment to be executed by its duly authorized officers and its seal to be affixed, this 26 day of March, 2003.

AMB GROUP, LLC, as
Assignor

By: _____

Name: ARTHUR M. BLANK
Title: Chairman, President & CEO

[Corporate Seal]

Certificate of Acknowledgement

STATE OF GEORGIA
COUNTY OF SPALDING

Before me, the undersigned attesting officer duly authorized to administer oaths, a Notary Public in and for the county aforesaid, on this 26 day of March, 2003, personally appeared Arthur M. Blank to me known personally, and who, being by me duly sworn, deposes and says that he is the Chairman, President & CEO of AMB Group, LLC and that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and said Arthur M. Blank acknowledged said instrument to be the free act and deed of said corporation.

Samantha Boulson
NOTARY PUBLIC

My Commission Expires:

Notary Public, Spalding County, Georgia
My Commission Expires March 3, 2006

