

02-28-2003



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

	651-0027 (exp. 6/30/2005)	T		
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To th	ne Honorable Commissioner of		Please record the attached original	inal documents or copy thereof.
Wachovia (successor National Indi Gen Corp Othe Additional r 3. Nature of Sec	Bank, National Assor by merger to Fin Bank), as Administrividual(s) meral Partnership poration-State er A National Banking Assor conveyance: signment curity Agreement mer Assignment of Security I	rst Union ative Agent Association Limited Partnership sociation) attached? Yes No Merger Change of Name Interest(Trademarks)	Internal Address: Street Address: One W City:New York State: N Individual(s) citizensh Association General Partnership Limited Partnership Corporation-State Other New York Bank If assignee is not domiciled in representative designation is a (Designations must be a separ	ewYork, as Administrative Age Vall Street ew York Zip:10286 hip Delaware Cring Corporation the United States, a domestic
	-	,	representative designation is a (Designations must be a separ	ttached:
			Additional name(s) & address(es) attached?
	nd address of party to whon		tached Yes No 6. Total number of applica registrations involved:	
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concerning Name: SH		n correspondence ed:	6. Total number of applica registrations involved: 7. Total fee (37 CFR 3.41) Enclosed	
concerning Name: SH Internal Add	g document should be maile IARON ELWIN, LEGAL AS	n correspondence d: SISTANT	6. Total number of applica registrations involved: 7. Total fee (37 CFR 3.41) Enclosed Authorized to be of the control	\$40.00
concerning Name: SH Internal Add	g document should be maile IARON ELWIN, LEGAL ASS dress: BRYAN CAVE LLP	n correspondence d: SISTANT 28TH FLOOR /ork Zip: 10167	6. Total number of applications involved: 7. Total fee (37 CFR 3.41) Enclosed Authorized to be of a deficiency (Attach duplicate copy of this	\$40.00 charged to deposit account
Street Addr City: New 9. Stateme To the be	document should be mailed IARON ELWIN, LEGAL ASSIDERS: BRYAN CAVE LLP ress: 245 PARK AVENUE, and and signature.	n correspondence sd: SISTANT 28TH FLOOR York Zip: 10167 DO NOT USE	6. Total number of applications involved: 7. Total fee (37 CFR 3.41) Enclosed Authorized to be of a deficiency	charged to deposit account r: narged in the event s page if paying by deposit acco
Street Addr City: New 9. Stateme To the be copy of t	document should be maile IARON ELWIN, LEGAL ASS dress: BRYAN CAVE LLP ress: 245 PARK AVENUE, York State: New York and signature.	n correspondence sd: SISTANT 28TH FLOOR York Zip: 10167 DO NOT USE	6. Total number of applicate registrations involved: 7. Total fee (37 CFR 3.41) Enclosed Authorized to be of a deficiency (Attach duplicate copy of this space	charged to deposit account r: narged in the event s page if paying by deposit acco

40.00 documents to be recorded with required cover sheet information to:

Commissioner of Patent & Trademarks, Box Assignments

Washington, D.C. 20231

TRADEMARK REEL: 002680 FRAME: 0521

ASSIGNMENT OF SECURITY INTEREST (TRADEMARKS)

Reference is made to each of the following:

- (a) the Security Agreement, dated as of October 1, 1997, made by, among others, **EXPOEXCHANGE**, **LLC**, a Delaware limited liability company (the "<u>Debtor</u>"), in favor of **WACHOVIA BANK**, **NATIONAL ASSOCIATION** (successor by merger to First Union National Bank), as administrative agent (the "<u>Existing Agent</u>"), and the other Lenders referred to therein (the "<u>Secured Parties</u>") (as amended, the "<u>Security Agreement</u>"); and
- (b) the Notice of Grant of Security Interest in Trademarks, executed by the Debtor and Existing Agent pursuant to the Security Agreement (the "Notice of Grant of Security Interest in Trademarks").

WHEREAS, the Debtor entered into the Security Agreement and the Notice of Grant of Security Interest in Trademarks, to secure the payment of obligations of the Debtor to the Existing Agent and the other Secured Parties:

WHEREAS, an executed copy of the Notice of Grant of Security Interest in Trademarks was recorded in the United States Patent and Trademark Office on Reel 2319 and Frame 0604 on June 18, 2001; and

WHEREAS, the Existing Agent has assigned its rights under the Security Agreement to **THE BANK OF NEW YORK**, as successor administrative agent (the "<u>Administrative Agent</u>"), under and pursuant to a Commitment Transfer Supplement, Resignation, Appointment and Acceptance Agreement dated as of February 14, 2003, by and among Wachovia Bank, National Association (f/k/a First Union National Bank), in its capacity as the Existing Agent and as a Lender, THE BANK OF NEW YORK, in its capacity as the successor Administrative Agent (in such capacity, the "<u>New Agent</u>") and in its capacity as a Lender, TOIC Holdings, LLC and each of the Subsidiary Guarantors party hereto.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Existing Agent hereby:

- (a) assigns to the Administrative Agent any and all liens, security interests, right, title and interest of the Existing Agent pursuant to the Security Agreement and the Notice of Grant of Security Interest in Trademarks in the trademarks and other items which are described more fully on Schedule A attached hereto, without recourse or representation or warranty, express or implied; and
- (b) authorizes and requests the United States Patent and Trademark Office to note and record the existence of the assignment hereby given.

NY01DOCS\319445.2

TRADEMARK REEL: 002680 FRAME: 0522 IN WITNESS WHEREOF, the Existing Agent has caused this Assignment to be signed by its duly authorized officer as of the lyllday of February, 2003.

WACHOVIA BANK, NATIONAL ASSOCIATION (successor by merger to First Union National Bank), as Existing Agent

CONSENTED TO AND AGREED: EXPOEXCHANGE, LLC By: _____ Name: Title: **ACKNOWLEDGMENT** STATE OF NORTH CAROLINA)SS: COUNTY OF Mecklessie 5 2003, before me personally came to me known, who, being by me duly sworn, did depose and say that he resides at Charlet MC; that he is an officer of WACHOVIA BANK, NATIONAL ASSOCIATION, the entity described in and which executed the above instrument; and that he is duly authorized to sign his name thereto, My Commission Expires: 9 de 2004

[Notary Seal]

IN WITNESS WHEREOF, the Exist duly authorized officer as of the $ \underline{q^{H}} $ day of Fe	sting Agent has caused this Assignment to be signed by its bruary, 2003.
	WACHOVIA BANK, NATIONAL ASSOCIATION (successor by merger to First Union National Bank), as Existing Agent
	By: Name: Title:
CONSENTED TO AND AGREED:	
EXPOEXCHANGE, LLC	
By: Bander and Secretary Title: Vice Plaident and Secretary	
<u>ACK</u>	<u>NOWLEDGMENT</u>
STATE OF NORTH CAROLINA COUNTY OF))SS: —
On,	2003, before me personally came to me known, who, being by me duly sworn, did depose
	; that he is an officer of IATION, the entity described in and which executed the ed to sign his name thereto.

[Notary Seal]

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TRADEMARK REEL: 002680 FRAME: 0524

Notary Public
My Commission Expires:_____

SCHEDULE A

U.S. Trademarks (registered)

<u>Mark</u>	Regis. No.	Regis Date
EXPOEXCHANGE and Design	2,478,938	8/21/2001

RECORDED: 02/21/2003

TRADEMARK REEL: 002680 FRAME: 0525