

MRO 8/12/2003

08-12-2003

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



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

102518783

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

1. Name of conveying party(ies):

AMB Group, LLC

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

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 Homrich

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 Merger Security Agreement Change of Name Other

Execution Date: 08/11/2003

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

BTOW11 00000013 76262792

40.00 OP 150.00 OP 120.00 OP

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:

DO NOT USE THIS SPACE

9. Signature.

Deborah Corey Name of Person Signing

Deborah Corey Signature

March 21, 2003 Date

Total number of pages including cover sheet, attachments, and document: 5

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

TRADEMARK REEL: 002698 FRAME: 0409

TRADEMARKS

World Theatre, Inc.
Schedule III

<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 SECURITY INTEREST IN TRADEMARK COLLATERAL

THIS ASSIGNMENT OF SECURITY INTEREST IN TRADEMARK COLLATERAL, dated as of August 11, 2003 (hereinafter, this "Assignment"), is made 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, the property comprising 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, now existing or hereafter acquired including those referred to in Schedule 1, all trademark licenses, and all proceeds of and rights associated with the foregoing (the property being collectively referred to herein as the "Trademark Collateral") (all agreements discussed in this paragraph being collectively referred to herein as the "Trademark Agreements"); and

WHEREAS, pursuant to that certain Agreement Regarding Resignation and Appointment of Collateral Agent (the "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 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;

WHEREAS, the Assignor desired to assign and did so assign to the Assignee on March 26, 2003 Assignor's security interest and collateral assignment in the Trademark Collateral, and the Assignor is executing this Assignment to confirm the conveying language of the Assignment of Trademark Collateral dated March 26, 2003 as conveying, granting, or assigning to Assignee Assignor's security interest and collateral assignment in the Trademark Collateral;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Assignor hereby grants and conveys to the Assignee its full, exclusive, and entire security interest in the Trademark Collateral, and hereby assigns to the Assignee its full, exclusive, and entire right, title, and interest in the Trademark Collateral received under the collateral assignment of the Trademark Agreements.

IN WITNESS WHEREOF, the undersigned has caused this Assignment to be executed by its duly authorized officers and its seal to be affixed, this 11 day of August, 2003.

AMB GROUP, LLC, as
Assignor

[Company Seal]

By: *David E. Horriett*
Name: **Executive Vice President**
Title: **Finance & Investments**
AMB Group, LLC

Certificate of Acknowledgement

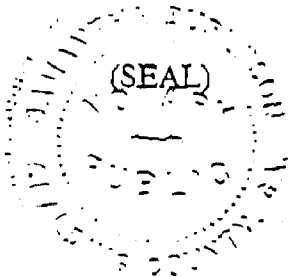
STATE OF GEORGIA
COUNTY OF SPALDING

Before me, the undersigned attesting officer duly authorized to administer oaths, a Notary Public in and for the county aforesaid, on this 11 day of August, 2003, personally appeared DAVID E. HORRIETT, to me known personally, and who, being by me duly sworn, deposes and says that he is the EVP - Finance & Investments of AMB GROUP, LLC, and that the seal affixed to the foregoing instrument is the company seal of said company, and that said instrument was signed and sealed on behalf of said company by authority of its Board of Directors, and said DAVID E. HORRIETT acknowledged said instrument to be the free act and deed of said company.

Samantha Burleson
NOTARY PUBLIC

My Commission Expires: _____

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



TRADEMARKS

World Theatre, Inc.
Schedule 1

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KEY	76262792	05/25/2001
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