

07-03-2003



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

1. Name of conveying party(ies):

Innovative Concepts in Entertainment, Inc.

7-2-03

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

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

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

Name: HSBC Bank USA, as Collateral Agent

Internal Address: \_\_\_\_\_

Street Address: One HSBC Center

City: Buffalo State: NY ZIP: 14203

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other New York banking corporation

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: June 27, 2003

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

A. Trademark Application No.(s)

76/326,920

74/261,671

B. Trademark registration No.(s)

1,313,604

Additional numbers attached?  Yes  No

FINANCE SECTION  
PM 2:37

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

Name: Annabelle V. Irey

Internal Address: Phillips, Lytle, Hitchcock,

Blaine & Huber LLP

Street Address: 3400 HSBC Center

City: Buffalo State: NY ZIP: 14203

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

3

7. Total fee (37 CFR 3.41):..... \$ 90.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: \_\_\_\_\_

(Attach duplicate copy of this page if paying by deposit account)

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02 FQ:8522

40.00 OP  
50.00 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.

Annabelle V. Irey  
Name of Person Signing

*Annabelle V. Irey*  
Signature

June 30, 2003  
Date

Total number of pages comprising cover sheet: \_\_\_\_\_

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TRADEMARK

**NOTICE OF SECURITY INTEREST**

Notice is hereby given that **INNOVATIVE CONCEPTS IN**

**ENTERTAINMENT, INC.**, a Delaware corporation, with its principal place of business located at 10123 Main Street, Clarence, New York 14031 (“Debtor”) has granted a security interest to **HSBC BANK USA**, as Collateral Agent, with an office at One HSBC Center, Buffalo, New York (“Collateral Agent”), in and to all of the trademarks listed on Schedule A and the applications, registrations and goodwill associated therewith, pursuant to an agreement between Debtor and Collateral Agent dated of even date herewith and as the same may be amended or supplemented from time to time.

Dated: As of June 27, 2003

**INNOVATIVE CONCEPTS IN  
ENTERTAINMENT, INC.**

By



**Brian T. D'Amico**  
Secretary

BFLO Doc. # 1300757.3

**RECORDED: 07/02/2003**

**TRADEMARK  
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