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

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
Tab settings

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

1. Name of conveying party(ies):
MVP Group International, Inc.

6-26-03

*See attached Schedule 1 for additional names

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

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

2. Name and address of receiving party(ies)

Name: Citizens Business Credit, as Agent

Internal

Address: Suite 1655

Street Address: 100 Galleria Parkway, N.W.

City: Atlanta State: GA Zip: 30339

Individual(s) citizenship

Association

General Partnership

Limited Partnership

Corporation-State a division of Citizens Leasing

Other Corporation, a Rhode Island 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
- Merger
- Security Agreement
- Change of Name
- Other

Execution Date: May 1, 2003

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

A. Trademark Application No.(s)

See attached Schedule 2

B. Trademark Registration No.(s)

See attached Schedule 2

Additional number(s) attached Yes No

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

Name: Steven L. Schaaf

Internal Address: Parker, Hudson, Rainer

& Dobbs LLP

Street Address: 1500 Marquis Two Tower

285 Peachtree Center Avenue, N.E.

City: Atlanta State: GA Zip: 30303

6. Total number of applications and registrations involved: 9

7. Total fee (37 CFR 3.41).....\$ 240.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

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

DO NOT USE THIS SPACE

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.

Steven L. Schaaf

Name of Person Signing

Steven L. Schaaf
Signature

June 25, 2003

Date

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

06/30/2003 LMUELLER 00000101 2632418

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

01 FC:8521
02 FC:8522

40.00 DP
200.00 DP

TRADEMARK
REEL: 002770 FRAME: 0755

Schedule 1

to Trademark Recordation Cover Sheet

Continued from item 1.

Additional Names of Conveying Parties

Olde South Candle Company, L.L.C. (a Kentucky limited liability company)

The Lamp Connection, Inc. (a Kentucky corporation)

TLC Candle Corp. (a trade name of MVP Group International, Inc.)

TLC Lighting, Inc. (an assumed name of The Lamp Connection, Inc.)

Schedule 2

to Trademark Recordation Cover Sheet

Continued from item 4B.

Registered Trademarks

Registration No.	Registration Date
2,632,418	October 8, 2002
2,646,412	November 5, 2002
2,679,908	January 28, 2003
2,436,841	March 20, 2001

Pending Trademark and Service Mark Applications

Serial No.	Filing Date
75/907,142	February 1, 2000
76/385916	March 22, 2002
76/412512	May 20, 2002
76/348926	June 25, 2002
75/903031	January 26, 2000

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Loan and Security Agreement dated as of May 1, 2003 (the "Security Agreement") by and among MVP Group International, Inc., Olde South Candle Company, L.L.C., and The Lamp Connection, Inc. (each a "Borrower" and collectively, the "Borrowers") and Citizens Business Credit (the "Lender"), the undersigned Borrowers have granted a continuing security interest in and continuing lien upon, the trademark registrations and trademark applications shown below to the Lender:

Registered Trademarks

Mark	Registration No.	Registration Date
Olde South	2,632,418	October 8, 2002
Olde South	2,646,412	November 5, 2002
Triessence by TLC	2,679,908	January 28, 2003
TLC Candle	2,436,841	March 20, 2001

Pending Trademark and Service Mark Applications

Mark	Serial No.	Filing Date
TLC Lighting	75/907,142	February 1, 2000
Don't Bug Me	76/385916	March 22, 2002
Pizza By Candlelight	76/412512	May 20, 2002
Choices	76/348926	June 25, 2002
TLC Candle (Service mark)	75/903031	January 26, 2000

The Borrowers and the Lender hereby acknowledge and agree that the security interest in the foregoing trademark registrations and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark registration or trademark application.

Very truly yours

**MVP GROUP INTERNATIONAL,
INC.**

By: Mary W. Porges
Name: _____
Title CEO

**OLDE SOUTH CANDLE
COMPANY, L.L.C.**

By: Mary W. Porges
Name: _____
Title CEO

THE LAMP CONNECTION, INC.

By: Mary W. Porges
Name: _____
Title CEO

Acknowledged and Accepted:

CITIZENS BUSINESS CREDIT

By: William L. Bonny
Name: _____
Title SVP