

Form PTO-1594

(Rev. 10/02)

OMB No. 0651-0027 (exp. 8/30/2005)

Tab settings ⇨ ⇨ ⇨

### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

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

**1. Name of conveying party(ies):**

Heller Financial, Inc.

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

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

**3. Nature of conveyance:**

- Assignment
- Security Agreement
- Other Release of Security Interest
- Merger
- Change of Name

Execution Date: 11/17/2003

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

Name: Moon Products, Inc.

Internal Address:

Address:

Street Address: 1150 Fifth Avenue North

City: Lewisburg State: TN Zip: 37091

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- 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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1,408,470;

1,911,393; 659,361; 2,080,592

Additional number(s) attached  Yes  No

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

Name: Robert W. Smith, Esq.

Internal Address: McCarter & English, LLP

Four Gateway Center

Street Address: 100 Mulberry Street

City: Newark State: NJ Zip: 07102-4056

**6. Total number of applications and registrations involved:**

5

**7. Total fee (37 CFR 3.41).....\$ 140.00**

- Enclosed
- Authorized to be charged to deposit account

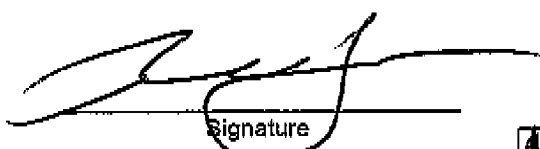
**8. Deposit account number:**

502639

**DO NOT USE THIS SPACE**

**9. Signature.**

Robert W. Smith  
Name of Person Signing



Signature

January 14, 2003

Date

Total number of pages including cover sheet, attachments, and document: 11

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

CH \$140.00 502639 1408470

**Registration Numbers**

2,782,849

**RELEASE OF SECURITY INTEREST**

WHEREAS, Moon Products, Inc., a Tennessee corporation ("MOON PRODUCTS"), has adopted and used and is the sole and exclusive owner of the trademarks and the registrations therefore listed on Exhibit A hereto (the "Registered Marks"), as well as trademarks registered after the date of that certain Security Agreement referenced below, trademark applications, and trademarks used at common law, including but not limited to the trademarks listed on Exhibit B hereto, and is also the sole and exclusive owner of rights of copyright and other intellectual property rights in and to certain original works, including but not limited to the U.S. copyright registrations and applications listed on Exhibit C hereto (collectively, the "Unregistered IP" and together with the Registered Marks, the "Collateral") and of the goodwill of the business appurtenant thereto;

WHEREAS, pursuant to that certain Security Agreement and that certain Trademark Mortgage, each dated May 1, 1998 and recorded in the United States Patent and Trademark Office on June 11, 1998, at microfilm Reel No. 1740, Frame No. 0506, Heller Financial, Inc., a Delaware corporation with a place of business at 500 West Monroe Street, Chicago, IL 60661, as agent for the benefit of itself and certain other lenders (as agent and as lender, "HELLER") holds a continuing security interest in certain of MOON PRODUCTS' assets, including the Registered Marks, and pursuant to that certain Security Agreement, HELLER also holds a security interest in the Unregistered IP (such interests, collectively, the "Security Interest");

WHEREAS, Rose Moon, Inc, a Tennessee corporation ("ROSE MOON"), is acquiring MOON PRODUCTS' right, title and interest in and to the Collateral from HELLER pursuant to that certain Foreclosure Agreement dated as of November 17, 2003 by and between ROSE MOON and HELLER (the "Foreclosure Agreement");

WHEREAS, ROSE MOON is acquiring all of MOON PRODUCTS' right, title and interest in and to the Collateral from MOON PRODUCTS pursuant to that certain Purchase Agreement dated as of November 17, 2003 (the "Purchase Agreement"), to the extent all of its right, title, and interest in and to the same is not being conveyed to ROSE MOON pursuant to that certain Foreclosure Agreement;

WHEREAS, to further evidence that the transfer of the Collateral to ROSE MOON pursuant to the Foreclosure Agreement is free and clear of the Security Interest, HELLER desires to enter into this Release of Security Interest;

NOW, THEREFORE, for and in consideration of the foregoing, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, HELLER hereby relinquishes and releases any continuing Security Interest in and lien on the Collateral, and assigns, grants, and conveys to ROSE MOON, without any representations, warranties or recourse other than as expressly set forth in the Foreclosure Agreement, any and all rights, title and interest HELLER may have in or to the Collateral, as well as the goodwill related to the Collateral, and the right to sue and to recover damages or other appropriate relief for past infringement of the Collateral. HELLER will execute any and all further documents necessary to transfer to ROSE MOON title in and to the Collateral.

IN TESTIMONY WHEREOF, HELLER has executed this Release of Security Interest on the date set forth below.

HELLER FINANCIAL, INC.

By: 

Name: Neil L. Gaudin

Title: SVP

Date: 11-17-03

**Exhibit A**

<b><u>MARK</u></b>	<b><u>REGISTRATION NO.</u></b>	<b><u>REGISTRATION DATE</u></b>
MOONBEAMS	1,911,393	August 15, 1995
SWIRL (Stylized)	659,361	March 11, 1958
STETRO	1,408,470	September 9, 1986
MOOD PENZ	2,080,592	July 22, 1997
COSMIC CRYSTALS	2,041,345	February 25, 1997

**Exhibit B****Registered:**

<b><u>MARK</u></b>	<b><u>REGISTRATION NO.</u></b>	<b><u>REGISTRATION DATE</u></b>
CRAZYONS	2,621,450	September 17, 2002
TRY-REX	2,165,665	June 16, 1998

**Pending:**

<b><u>MARK</u></b>	<b><u>APPLICATION NO.</u></b>	<b><u>APPLICATION DATE</u></b>
CROWN CEDAR	76/384,230	March 19, 2002
WIZARDZ & RINGS	76/364,471	January 28, 2002

Common law:

<u>MARK</u>	<u>SERIAL NO.</u>	<u>FILING DATE</u>	<u>STATUS</u>
FIREBURSTZ (& design)	78/074,628	July 18, 2001	Abandoned
FIREBURST	78/074,622	July 18, 2001	Abandoned
CRAYZONS & Design	78/065,041	May 22, 2001	Abandoned
INTERACTIVE	1,970,037	April 23, 1996	Cancelled
KOOL KLIX	78/074,625	July 18, 2001	Abandoned
REPTILE RITERS	2,015,006	May 20, 1995	Cancelled
S STYLUS & Design	1,736,481	December 1, 1992	Cancelled
SWIRL	1,106,088	November 14, 1978	Expired
COUNT-AWAY	1,673,550	January 28, 1992	Cancelled
KNOB NOTES (stylized)	73/777,686	January 30, 1989	Abandoned

Exhibit C

<u>TITLE</u>	<u>REGISTRATION NO.</u>	<u>REGISTRATION DATE</u>	<u>TYPE OF WORK</u>
"Our God is an awesome God: no. 7942"	VA-1-088-467	April 6, 2001	Design on pencil
"Jesus [loves] the little children: no. 7957"	VA-1-088-468	April 6, 2001	Design on pencil
"Stars & stripes glitz: no. 7662"	VA-1-088-469	April 6, 2001	Design on pencil
"Congratulations honor roll: no. 7926"	VA-1-088-470	April 6, 2001	Design on pencil
"Teacher's pencil: no. 7800"	VA-1-110-012	June 13, 2001	Design on pencil
"Smiley faces: no. 7762"	VA-1-088-448	April 6, 2001	Design on pencil
"In the groove asst.: no. 7703"	VA-1-088-449	April 6, 2001	Design on pencil
"Conversation hearts asst.: no. 7718"	VA-1-088-450	April 6, 2001	Design on pencil
"Happy birthday glitz: no. 7940"	VA-1-088-451	April 6, 2001	Design on pencil
"Snowflakes glitz asst: no. 7659".	VA-1-088-452	April 6, 2001	Design on pencil
"Candy corn glitz: no. 7693"	VA-1-088-453	April 6, 2001	Design on pencil
"Antics asst.: no. 2064"	VA-1-088-454	April 6, 2001	Design on pencil
"Dogs asst.: no. 2069"	VA-1-088-455	April 6, 2001	Design on pencil
"Butterflies asst.: no. 2063"	VA-1-088-456	April 6, 2001	Design on pencil
"Bug off] Asst.: no. 2062"	VA-1-088-457	April 6, 2001	Design on pencil

TRADEMARK

REEL: 002778 FRAME: 0017

<u>TITLE</u>	<u>REGISTRATION NO.</u>	<u>REGISTRATION DATE</u>	<u>TYPE OF WORK</u>
"Arachnophobia asst.: no. 2061"	VA-1-088-458	April 6, 2001	Design on pencil
"Odd balls asst.: no. 2058"	VA-1-088-459	April 6, 2001	Design on pencil
"Frogs] Asst.: no. 2067"	VA-1-088-460	April 6, 2001	Design on pencil
"Tie dye asst.: no. 2050"	VA-1-088-461	April 6, 2001	Design on pencil
"Accelerated reader: no. 7880"	VA-1-088-462	April 6, 2001	Design on pencil
"Great minds think for themselves: no. 7948"	VA-1-088-463	April 6, 2001	Design on pencil
"Party stars asst.: no. 2088"	VA-1-088-464	April 6, 2001	Design on pencil
"[Peace sign]: no. 1500"	VA-1-088-465	April 6, 2001	Design on pencil
"[Yin yang]: No. 1500"	VA-1-088-466	April 6, 2001	Design on pencil
"Moon Products, Inc. creatively geared for the 21 <sup>st</sup> Century"	VA-1-088-466	April 6, 2001	Sales catalog
"Sixth graders are No. 1: no. 7866"	VA-1-109-994	June 13, 2001	Design on pencil
"Fifth graders are No. 1: no. 7865"	VA-1-109-995	June 13, 2001	Design on pencil
"Second graders are No. 1: no. 7862"	VA-1-109-996	June 13, 2001	Design on pencil
"Third graders are No. 1: no. 7863"	VA-1-109-997	June 13, 2001	Design on pencil
"First graders are No. 1: no. 7861"	VA-1-109-998	June 13, 2001	Design on pencil
"Fourth graders are No. 1: no. 7864"	VA-1-109-999	June 13, 2001	Design on pencil
"Kindergartners are No. 1: no. 7860"	VA-1-110-000	June 13, 2001	Design on pencil

TRADEMARK

REEL: 002778 FRAME: 0018



<u>TITLE</u>	<u>REGISTRATION NO.</u>	<u>REGISTRATION DATE</u>	<u>TYPE OF WORK</u>
"Smiley bunch asst.: no. 2054"	VA-1-110-001	June 13, 2001	Design on pencil
"Hearts: no. 10086"	VA-1-110-002	June 13, 2001	Design on pencil
"Ghosts: no 7851"	VA-1-110-003	June 13, 2001	Design on pencil
"Hands on asst. 1: no 7736"	VA-1-110-004	June 13, 2001	Design on pencil
"Flower: no. 7602"	VA-1-110-005	June 13, 2001	Design on pencil
"Caught doing good: no. 7898."	VA-1-110-006	June 13, 2001	Design on pencil
"Excellent work: no. 7906"	VA-1-110-007	June 13, 2001	Design on pencil
"Honor roll: no. 7924"	VA-1-110-008	June 13, 2001	Design on pencil
"Super reader: no. 7896"	VA-1-110-009	June 13, 2001	Design on pencil
"Academic all-star: no. 7949"	VA-1-110-010	June 13, 2001	Design on pencil
"Apples: no. 7854"	VA-1-110-011	June 13, 2001	Design on pencil
"Teacher's pencil: no. 7800"	VA-1-110-012	June 13, 2001	Design on pencil
"Attendance award: no. 7910"	VA-1-110-013	June 13, 2001	Design on pencil
"Welcome to school: no 7912"	VA-1-110-014	June 13, 2001	Design on pencil
"Welcome to my class: no. 7911"	VA-1-110-015	June 13, 2001	Design on pencil
"Student of the week: no. 7915"	VA-1-110-016	June 13, 2001	Design on pencil
"Krazy karacters."	VAu-550-016	October 24, 2001	Computer graphics

Pending:

"MOON PRODUCTS, INC. DECEMBER 2000 PRICE LIST"	120096112 (In- process number)	Filed on April 6, 2001	Visual arts
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