

Form PTO-1594 (Rev. 06/04)  
OMB Collection 0651-0027 (exp. 6/30/2005)

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

### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

**1. Name of conveying party(ies)/Execution Date(s):**

Fleet Retail Group, Inc.

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

Citizenship (see guidelines) USA

Execution Date(s) 5/9/04

Additional names of conveying parties attached?  Yes  No

**3. Nature of conveyance:**

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

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

Additional names, addresses, or citizenship attached?  Yes  No

Name: KB Holdings, LLC

Internal

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

Street Address: 2835 South Jones Blvd.

Suite 4  
City: Las Vegas

State: Nevada

Country: USA Zip: 89102

- Association
- General Partnership
- Limited Partnership
- Corporation
- Other a Nevada limited liability company

Citizenship \_\_\_\_\_  
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)

**4. Application number(s) or registration number(s) and identification or description of the Trademark.**

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2,368,677;  
2,436,709; 2,495,094; 2,497,175

Additional sheet(s) attached?  Yes  No

**C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):**

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

Name: Michael K. Cantwell, Esq.

Internal Address: Willkie Farr & Gallagher LLP

Street Address: 787 Seventh Avenue

City: New York

State: New York Zip: 10019-6099

Phone Number: 212-728-8000

Fax Number: 212-728-8111

Email Address: mcantwell@willkie.com

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

7

**7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$190**

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

**8. Payment Information:**

a. Credit Card Last 4 Numbers \_\_\_\_\_  
Expiration Date \_\_\_\_\_

b. Deposit Account Number 23-2405  
Authorized User Name Michael Cantwell

**9. Signature:**



Signature

8/20/04

Date

Michael K. Cantwell, Esq.

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 6

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

**Continuation of Item 4B**

2,397,916

2,397,905

2,458,457

**RELEASE OF GRANT OF SECURITY INTEREST IN TRADEMARKS**

THIS RELEASE OF GRANT OF SECURITY INTEREST IN TRADEMARKS (the "Release") is entered into as of this 9<sup>th</sup> day of May, 2004 by Fleet Retail Group, Inc., formerly known as Fleet Retail Finance Inc., in its capacity as administrative and collateral agent (in such capacity, together with its successor and assigns, the "Agent") for the benefit of the various financial institutions who are from time to time Lenders under the Credit Agreement described below (the Agent and the Lenders collectively the "Secured Parties"), a Delaware corporation with a place of business at 40 Broad Street, Boston, MA 02109 and KB Holdings, LLC, a Nevada limited liability company with a place of business at 2835 South Jones Blvd, Suite 4, Las Vegas, NV 89102 ("Borrower").

WITNESSETH:

WHEREAS, pursuant to a Credit Agreement and a Trademark and Trademark Application Security Agreement ("Trademark Agreement"), both dated as of December 7, 2000, by and among Borrower and Secured Parties, Borrower granted to Secured Parties a security interest in certain trademarks, including those trademarks set forth in Schedule A hereto (the "Trademarks"), together with the goodwill of the business associated with and symbolized by the Trademarks;

WHEREAS, the Trademark Agreement was recorded on behalf of the Secured Parties in the United States Patent and Trademark Office ("PTO") on December 14, 2000, at Reel 2202, Frame 0712;

WHEREAS, in furtherance of Borrower's sale and assignment of the Trademarks and the goodwill of the business connected therewith free and clear of claims and liens Borrower has requested that Secured Parties: (a) terminate and release the liens and interests of Secured Parties in the Trademarks and the goodwill of the business connected therewith; and (b) execute and deliver evidence of such termination and release for filing in the PTO; and

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Agent hereby acknowledges and agrees as follows:

Acknowledgment of Termination of Grant of Security Interest in Trademarks. All rights and security interests of Secured Parties in and to the Trademarks and the goodwill of the business associated with and symbolized by the Trademarks have been terminated and released and are no longer in force.

All such rights and security interests of Secured Parties attach to the proceeds of the sale of the Trademarks and the goodwill of the business associated with and symbolized by the Trademarks.



## Schedule A

## Trademarks and Service Marks and Applications and Registrations Therefor

Mark	Registration No. (Application No.)	Registration Date (Application Date)	Goods and Services
SURPRISE OF THE DAY	2,368,677	7/18/00	"on-line retail store services featuring toys, video games, software, videos and collectibles"
THE SOFTWARE LOUNGE	2,436,709	3/20/01	"providing on-line electronic bulletin boards for transmission of messages among computer users concerning software"
THE TOY MOM	2,495,094	10/9/01	"on-line retail store services featuring toys, video games, software, videos and collectibles"
TINA THE TOY MOM	2,497,175	10/9/01	"on-line retail store services featuring toys, video games, software, videos and collectibles"
TODAY'S SPOTLIGHT	2,397,916	10/24/00	"on-line retail store services featuring toys, video games, computer software, videos and collectibles over a global computer network"
WEEKEND SPOTLIGHT	2,397,905	10/24/00	"on-line retail store services featuring toys, video games, computer software, videos and collectibles over a global computer network"
WE GET TOYS	2,458,457	6/5/01	"on-line retail store services featuring toys, video games, computer software, videos and collectibles over a global computer network"

<b>Mark</b>	<b>Registration No. (Application No.)</b>	<b>Registration Date (Application Date)</b>	<b>Goods and Services</b>
WE GET TOYS Canada Trademark	TMA 567,685	9/16/02	"retail sales of toys, video games, computer software, videos, and collectibles over a global computer network"

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 Corporation Citizenship \_\_\_\_\_  
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