

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:		NEW ASSIGNMENT	
NATURE OF CONVEYANCE:		Security Agreement Amendment	
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Checkpoint LLC		02/21/2003	Limited Liability Company: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Comeric Bank - California		
Street Address:	333 West Santa Clara Street		
City:	San Jose		
State/Country:	CALIFORNIA		
Postal Code:	95113		
Entity Type:	CORPORATION:		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2090840	CHECKPOINT	
CORRESPONDENCE DATA			
Fax Number:	(617)523-1872		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	617-523-3515 x202		
Email:	smartin@altmartlaw.com		
Correspondent Name:	Altman & Martin		
Address Line 1:	6 Beacon Street, Suite 600		
Address Line 4:	Boston, MASSACHUSETTS 02108		
ATTORNEY DOCKET NUMBER:	PRECD00101		
NAME OF SUBMITTER:	Steven K. Martin		
Total Attachments: 2			
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CH \$40.00 2090840

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UCC FINANCING STATEMENT AMENDMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER (optional)
97324/48033-GI/SRJ/CA

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

LexisNexis Document Solutions
1029 J Street, #100
Sacramento, CA 95814

L 7043869-3

FILED
SACRAMENTO, CA
FEB 21, 2003 AT 1541
KEVIN SHELLEY
SECRETARY OF STATE

THE ABC

1a. INITIAL FINANCING STATEMENT FILE # 0036360632 12/18/2000

1b. THIS FINANCING STATEMENT IS SUBJECT TO AN AMENDMENT TO BE FILED FOR RECORD (or recorded) IN THE REAL ESTATE RECORDS.

2. TERMINATION: Effectiveness of the Financing Statement identified above is terminated with respect to security interest(s) of the Secured Party authorizing this Termination Statement.

3. CONTINUATION: Effectiveness of the Financing Statement identified above with respect to security interest(s) of the Secured Party authorizing this Continuation Statement is continued for the additional period provided by applicable law.

4. ASSIGNMENT (All or partial): Give name of assignee in item 7a or 7b and address of assignee in item 7c; and also give name of assignor in item 9.

5. AMENDMENT (PARTY INFORMATION): This Amendment affects Debtor or Secured Party of record. Check only one of these two boxes. Also check one of the following boxes and provide appropriate information in items 6 and/or 7.

CHANGE name and/or address: Give current record name in item 6a or 6b; also give new name if being changed in item 7a or 7b and/or new address if added/changed in item 7c. DELETE name: Give record name to be deleted in item 6a or 6b. ADD name: Complete item 7a or 7b, and give item 7c; also complete item 7d if applicable.

6. CURRENT RECORD INFORMATION:

6a. ORGANIZATION'S NAME

OR 6b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

7. CHANGED (NEW) OR ADDED INFORMATION:

7a. ORGANIZATION'S NAME

OR 7b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

7c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

7d. TAX ID # SSN OR EIN ADDNL INFO RE OR ORGANIZATION DEBTOR 7e. TYPE OF ORGANIZATION 7f. JURISDICTION OF ORGANIZATION 7g. ORGANIZATIONAL ID #, if any NONE

8. AMENDMENT (COLLATERAL CHANGE): check only one box. Describe collateral deleted or added, or give entire restricted collateral description, or describe collateral assigned.

All personal property of Debtor of every kind, whether presently existing or hereafter created or acquired, and wherever located, including but not limited to: (a) all accounts (including health-care-insurance receivables), chattel paper (including tangible and electronic chattel paper), deposit accounts, documents (including negotiable documents), equipment (including all accessions and additions thereto), general intangibles (including payment intangibles and software), goods (including fixtures), instruments (including promissory notes), inventory (including all goods held for sale or lease or to be furnished under a contract of service, and including returns and repossessions), investment property (including securities and securities entitlements), letter of credit rights, money, and all of Debtor's books and (See Attached)

9. NAME OF SECURED PARTY OF RECORD AUTHORIZING THIS AMENDMENT (name of assignor, if this is an Assignment). If this is an Amendment authorized by a Debtor which adds collateral or adds the authorizing Debtor, or if this is a Termination authorized by a Debtor, check here and enter name of DEBTOR authorizing this Amendment.

9a. ORGANIZATION'S NAME Comerica Bank-California

OR 9b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

10. OPTIONAL FILER REFERENCE DATA CA-805 CHECKPOINT LLC /OBLIGOR# 1446932418

ACKNOWLEDGEMENT
COPY

UCC FINANCING STATEMENT AMENDMENT ADDENDUM

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

11. INITIAL FINANCING STATEMENT FILE # (same as Item 1a on Amendment form)

0036360632 12/18/2000

12. NAME OF PARTY AUTHORIZING THIS AMENDMENT (same as Item 2 on Amendment form)

12a. ORGANIZATION'S NAME

Comerica Bank-California

OR

12b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME, SUFFIX

13. Use this space for additional information:

DEBTOR NAME

CHECKPOINT LLC
1824 OAK STREET
TORRANCE, CA 90501
33 0711700

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

records with respect to any of the foregoing, and the computers and equipment containing said books and records; and (b) any and all cash proceeds and/or noncash proceeds thereof, including, without limitation, insurance proceeds, and all supporting obligations and the security therefor or for any right to payment. All terms above have the meanings given to them in the California Uniform Commercial Code, as amended or supplemented from time to time.

CA-505

ACKNOWLEDGMENT COPY - NATIONAL UCC FINANCING STATEMENT AMENDMENT ADDENDUM (FORM UCCSA4) (REV. 07/20/98)

**ACKNOWLEDGEMENT
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