Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

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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):

Fleet Capital Corporation

- [ ] Individual(s)
- [ ] Association
- [ ] General Partnership
- [ ] Limited Partnership
- [x] Corporation-State **Rhode Island**
- [ ] Other

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

2. Name and address of receiving party(ies)

Name: **Bank of America, N.A.** [redacted]

Internal Address:

Street Address: **300 Galleria Pkwy, Suite 800**

City: **Atlanta** State: **GA** Zip: **30303**

- [ ] Individual(s) citizenship
- [x] Association **National Banking 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

3. Nature of conveyance:

- [ ] Assignment
- [ ] Merger
- [ ] Security Agreement
- [ ] Change of Name
- [x] Other **Assignment of Security Agmt**

Execution Date: **6/16/05**

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) **See Exhibit A attached hereto**

Additional number(s) attached [x] Yes [ ] No

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

Name: **Rhonda J. Birdwell Paralegal**

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: **1**

7. Total fee (37 CFR 3.41).....$ **340.00**

- [ ] Enclosed
- [x] Authorized to be charged to deposit account

8. Deposit account number:

502831

DO NOT USE THIS SPACE

9. Signature.

Mitchell M. Purvis — Name of Person Signing

Signature

6/23/05 — Date

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

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

CH $340.00 502831 76291303

EXHIBIT A

U.S. TRADEMARK

Trademark	Registration No.	Recording Date
Olan Mills VIP Video Image Proofing	1775554	6/8/93
Animated Figure Design	1783076	7/20/93
A Frame House	1529745	3/14/89
Olan Mills Signature Club	1830703	4/12/94
The Nation's Studio	1121625	7/3/79
Club Plan	1128027	12/18/79
Camera Clown	1160416	7/7/81
Olan Mills	1485653	1/26/88
Olan Mills	0623514	3/20/56
Olan Mills Kids	2213036	12/22/88
We Make It Special	2153840	4/28/98
Olan Mills	1106891	11/21/78
Watch Me Grow	75291303	1/16/01

ASSIGNMENT OF TRADEMARK SECURITY AGREEMENT

(Cross- Reference to Trademark Security Agreement Recorded at Reel 002078, Frame 0107)

FOR VALUE RECEIVED, the undersigned, **FLEET CAPITAL CORPORATION**, a Rhode Island corporation ("Assignor"), does hereby sell, assign, transfer and convey to **BANK OF AMERICA, N.A.**, a national banking association, all of Assignor's right, title and interest in, to and under the Trademark Security Agreement dated April 12, 2000 (as at any time modified or amended, the "Agreement"), between Assignor and Olan Mills, Inc., a Delaware corporation (the "Company"), which Agreement was recorded at Reel 002078, Frame 0107, Office of the Commissioner of Patents and Trademarks. The trademarks of the Company that are subject to the Agreement are identified on Exhibit A attached hereto.

This Agreement shall be effective as of June 16, 2005.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be signed and sealed by its duly authorized officers, as of June 16, 2005.

FLEET CAPITAL CORPORATION
("Assignor")

By: Douglas Cowan
Title: Vice President

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We Make It Special	2153840	4/28/98
Olan Mills	1106891	11/21/78
Watch Me Grow	75291303	1/16/01

STATE OF GEORIGA)
)
COUNTY OF Cobb)

BEFORE ME, the undersigned, a Notary Public in and for the county aforesaid, on this 22nd day of June, 2005, personally appeared Douglas E. Cowan, to me known personally, and who, being by me duly sworn, deposes and says that he is the Vice President of Fleet Capital Corporation, a Rhode Island corporation, and that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed by him on behalf of said corporation, and said Vice President acknowledged said instrument to be the free act and deed of said corporation.

Notary Public
Executed on 6/22/05
My Commission Expires:
5/5/08
[NOTARIAL SEAL]

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