

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Advance Watch Company Ltd.		04/19/2006	CORPORATION: MICHIGAN

RECEIVING PARTY DATA

Name:	Laminar Direct Capital L.P., as Agent
Street Address:	10000 Memorial Drive
Internal Address:	Suite 500
City:	Houston
State/Country:	TEXAS
Postal Code:	77024
Entity Type:	LIMITED PARTNERSHIP: DELAWARE

PROPERTY NUMBERS Total: 31

Property Type	Number	Word Mark
Registration Number:	2992301	LUGER
Registration Number:	2798508	AVATRA
Registration Number:	2714421	TS SPORT
Registration Number:	2633262	TS EDITIONS
Registration Number:	2631660	WHY ME?
Registration Number:	2631659	WHY ME?
Registration Number:	2485198	BAY TREE
Registration Number:	2422222	ULTRATECH
Registration Number:	2402695	VICTORIA RHEIN
Registration Number:	2284174	TOUCH SCREEN
Registration Number:	2272568	TOUCH TIME
Registration Number:	2271086	AIR SHOCK
Registration Number:	2159260	FIELD RANGER

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Registration Number:	2018602	ULTIMATE
Registration Number:	1998355	AQUALITE
Registration Number:	1913219	LTD
Registration Number:	1595059	HEALTH TECH
Registration Number:	1578923	MAGIC MOMENTS
Registration Number:	1554622	DOLPHIN
Registration Number:	1551415	VALUE-BY-MAIL
Registration Number:	1547279	
Registration Number:	1542449	AQUATECH
Registration Number:	1453155	AVANTI
Registration Number:	1070973	ADVANCE
Serial Number:	78514067	EVER-SET
Serial Number:	78513223	LAUREN ROSS
Serial Number:	78502906	LIFETIME
Serial Number:	78493745	ACCU-SET
Serial Number:	78440029	CLIP TIME
Serial Number:	78363984	PANACHE
Serial Number:	76554800	STYLUS

CORRESPONDENCE DATA

Fax Number: (919)416-8339
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
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Email: PTO_TMconfirmation@mvalaw.com
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Address Line 1: 430 Davis Drive
Address Line 2: Suite 500
Address Line 4: Morrisville, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER:	033532.26NTADVANCLAMINCLE
NAME OF SUBMITTER:	Charles L. Evans
Signature:	/Charles L. Evans/
Date:	05/24/2006

Total Attachments: 4
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**NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS**

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security and Pledge Agreement dated as of April 19, 2006 (as the same may be amended, modified, extended or restated from time to time, the "Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Laminar Direct Capital L.P., as Agent (the "Agent") for the Lenders referenced therein (the "Lenders"), the undersigned Obligor has granted and hereby grants a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Agent for the ratable benefit of the Lenders, subject to and upon the terms and conditions of the Agreement, which are incorporated herein by reference:

TRADEMARKS

<u>Trademark No.</u>	Description of Trademark <u>Item</u>	Date of <u>Trademark</u>
	See Schedule A attached hereto.	

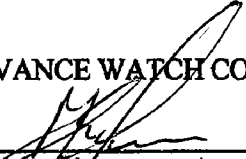
TRADEMARK APPLICATIONS

<u>Trademark Applications No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Applications</u>
	See Schedule A attached hereto.	

The Obligors and the Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

ADVANCE WATCH COMPANY LTD.

By: 
Name: Mark E. Lucas
Title: President & CEO

Acknowledged and Accepted:

LAMINAR DIRECT CAPITAL L.P., as Agent

By: _____
Robert Ladd
Authorized Signatory

The Obligors and the Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

ADVANCE WATCH COMPANY LTD.

By: _____
Name: _____
Title: _____

Acknowledged and Accepted:

LAMINAR DIRECT CAPITAL L.P., as Agent

By: Robert J. Ladd
Robert Ladd
Authorized Signatory

**Advance Watch Company Ltd.
(Michigan Corporation)**

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
LUGER	2992301	9/6/05
AVATRA	2798508	12/23/03
TS SPORT	2714421	5/6/03
TS EDITION	2633262	10/8/02
WHY ME?	2631660	10/8/02
WHY ME? and Design	2631659	10/8/02
BAY TREE	2485198	9/4/01
ULTRATECH	2422222	1/16/01
VICTORIA RHEIN	2402695	11/7/00
TOUCH SCREEN	2284174	10/5/99
TOUCH TIME	2272568	8/24/99
AIR SHOCK	2271086	8/17/99
FIELD RANGER	2159260	5/19/98
ULTIMATE	2018602	11/26/96
AQUALITE	1998355	9/3/96
LTD	1913219	8/22/95
HEALTH TECH	1595059	5/8/90
MAGIC MOMENTS	1578923	1/23/90
DOLPHIN	1554622	9/5/89
VALUE-BY-MAIL	1551415	8/8/89
Design Only	1547279	7/11/89
AQUA TECH	1542449	6/6/89
AVANTI	1453155	8/18/87
ADVANCE	1070973	8/9/77

Pending Applications

Mark	Application No.	Filing Date
EVER-SET	78514067	11/9/04
LAUREN ROSS	78513223	11/8/04
LIFETIME	78502906	10/20/04
ACCU-SET	78493745	10/4/04
CLIP TIME	78440029	6/23/04
PANACHE	78363984	2/6/04
STYLUS	76554800	10/14/03