

Form PTO-1594 (rev 06/04)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U. S. Department of Commerce Patent and Trademark Office

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):

Keybank National Association

- Individual(s) Association
General Partnership Limited Partnership
Corporation
[X] Other National Banking Association

Citizenship

Execution Date(s) June 20, 2006

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

3. Nature of conveyance:

- Assignment Merger
Security Agreement Change of Name
Government Interest Assignment
[X] Other Release of Security Interest

2. Name and Address of receiving party(ies)

Additional name(s) & address(es) attached? Yes X No

Name: Amerimark Direct, LLC

Internal Address:

Street Address: 6864 Engle Road

City: Cleveland

State: Ohio

Country: U.S. Zip: 44130

- Association - Citizenship
General Partnership - Citizenship
Limited Partnership - Citizenship
Corporation - Citizenship
[X] Other Limited Liability Company
Citizenship

If assignee is not domiciled in the United States, a domestic representative designation is attached Yes X No.

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

A. Trademark Application No(s).

78418704 78500641 78426007

B. Trademark Registration No(s).

Table with 3 columns of registration numbers: 2648156, 2676385, 3071913, 1205801, 1216804, 2386407, 2466464, 2994762, 2013816, 3023998, 3064490, 2143150, 2244807, 1456832, 2789874, 1973313, 1883648, 2759594, 2871736, 1456832, 2595894, 2839616, 2373894, 1796692

Additional numbers attached? Yes X No

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

Oren Epstein, Esq.
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6. Total number of applications and registrations involved:

27

7. Total fee (37 CFR 1.21(h) and 3.41) \$690

X All fees and any deficiencies are authorized to be charged to Deposit Account (Our Ref. 140470/27)

8. Payment Information

Deposit Account No. 19-2385

Authorized user Name: Michael McGuire

9. Signature.

[Handwritten Signature]

Signature

Oren Epstein

Name of Person Signing

June 22, 2006

Date

Total number of pages including cover sheet, and documents:

3

CH \$665.00 192385 78418704

SCHEDULE A
Registered and Pending Trademark and Service Marks

Trademark	International Class	Country	Registration or Application No.	Registration or Application Date
AMERIMARK and Design	035	United States	2,648,156	11/12/2002
AMERIMARK DIRECT	035	United States	2,676,385	01/21/2003
AMERIMARK PREMIER EASY PAY PLAN	036	United States	3,071,913	03/21/2006
ANGEL STEPS	025	United States	78/418,704	05/14/2004
ANTHONY RICHARDS	042	United States	1,205,801	08/17/1982
ANTHONY RICHARDS	025	United States	1,216,804	11/16/1982
BABY'S BIRTHDAY BASH	035	United States	2,386,407	09/12/2000
BAG TAG	018	United States	2,466,464	07/03/2001
BEAUTY BOUTIQUE	035	United States	2,994,762	09/13/2005
BUNDLE OF JOY	035	United States	2,013,816	11/05/1996
COMPLEMENTS BY ANTHONY RICHARDS	035	United States	3,023,998	12/06/2005
ESSENTIALS BY ANTHONY RICHARDS	035	United States	3,064,490	02/28/2006
FOOT WISE	005/010	United States	2,143,150	03/10/1998
HEALTH SOLUTIONS	018	United States	2,244,807	05/11/1999
HELENA WINDSOR	042	United States	1,456,832	09/22/1987
KIDZONE!	035	United States	2,789,874	12/02/2003
LINGERIE WAREHOUSE	n/a	Ohio	226,584	11/25/1996
MAGIC LIFT	025	United States	1,973,313	05/07/1996
MEMORYWARE	025	United States	1,883,648	03/14/1995
MIRACLE MINUTE FACE LIFT CREAM BY BEAUTY	003	United States	78/500,641	10/15/2004
STORK-KIT, INC.	n/a	Ohio	127,685	11/22/1999
SUE SCOTT	025	United States	2,759,594	09/02/2003
SUE SCOTT	035	United States	2,871,736	08/10/2004
TERREMARK	037	United States	1,456,832	09/08/1987
TIME FOR ME DEDICATED TO THE ART OF WELL	035	United States	78/426,007	05/27/2004
TOT TIME	035	United States	2,595,894	07/16/2002
WINDSOR COLLECTION	035	United States	2,839,616	05/11/2004
YOUNG AT HEART	035	United States	2,373,894	08/01/2000
YOUTH FORMULA	003	United States	1,796,692	10/05/1993
DBA's				
Healthy Living				
Beauty Boutique				

The following names which are related to Pledgor's Rewards Program:

1. AmeriMark Rewards
2. Time for Me Rewards

The first date in use was January 1, 2005.

**RELEASE OF SECURITY INTEREST IN
UNITED STATES TRADEMARKS**

WHEREAS, KEYBANK NATIONAL ASSOCIATION, a national banking association, having a place of business at 127 Public Square, Cleveland, Ohio, 44114 ("Secured Party"), holds a security interest in certain intellectual property assets of AMERIMARK DIRECT LLC, a Delaware corporation ("Pledgor"), having a place of business at 6864 Engle Road, Cleveland Ohio 44130, pursuant to a certain Intellectual Property Collateral Assignment Agreement between Secured Party and Pledgor, recorded with the United States Patent and Trademark Office on April 26, 2005, at Reel 3105 / Frame 0785 (the "Security Agreement");

NOW, THEREFORE, for value received, Secured Party hereby certifies that it releases its security interest and all of its right, title, and interest in and to all of the trademarks and trademark registrations listed on Schedule A attached hereto. Any interests in such property previously assigned to the Secured Party under the Security Agreement are hereby reassigned to Pledgor, without recourse, representation or warranty, express or implied, of any kind. Secured Party agrees to execute and deliver such further instruments and take or cause to be taken such other or further action as Pledgor may reasonably request in order to perfect, confirm or evidence such release.

IN WITNESS WHEREOF, Secured Party, by its duly authorized officer, has executed this Release of Security Interest in United States Trademarks on this 20th day of June, 2006.

KEYBANK NATIONAL ASSOCIATION

By: 

L. James Forshey
Senior Vice President