

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Trademark Security Agreement

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
America's Collectibles Network, Inc.		09/09/2008	CORPORATION: TENNESSEE

**RECEIVING PARTY DATA**

<b>Name:</b>	Wachovia Bank, National Association
<b>Street Address:</b>	1525 West W.T. Harris Boulevard
<b>Internal Address:</b>	3 Central 6B
<b>City:</b>	Charlotte
<b>State/Country:</b>	NORTH CAROLINA
<b>Postal Code:</b>	28262
<b>Entity Type:</b>	National Banking Association: UNITED STATES

**PROPERTY NUMBERS Total: 39**

Property Type	Number	Word Mark
Registration Number:	2889155	ACN
Registration Number:	3000813	AMERICA'S COLLECTIBLES NETWORK
Registration Number:	3351928	CHARIZMA AN INSTANT ATTRACTION
Registration Number:	3494217	GEMSTONE ADVENTURE SERIES
Registration Number:	3488575	GIRLFRIEND FRIDAY
Registration Number:	3439142	GIRLFRIEND FRIDAY
Registration Number:	3439141	GIRLFRIEND FRIDAY
Registration Number:	3439148	IMPERIAL HESSONITE
Registration Number:	3044498	JEWELRY TELEVISION BY ACN
Registration Number:	3362390	JEWELRY TELEVISION
Registration Number:	2407096	JEWELRYTV.COM
Registration Number:	2636547	JTV
Registration Number:	3170228	PARAIBA ICE

OP \$990.00 2889155

Registration Number:	2739948	QUANTUM CUT
Registration Number:	3431032	SHANSERES
Registration Number:	2582926	SUNSHINE DIAMOND
Registration Number:	2627771	ZANDRITE
Serial Number:	77443580	CHAM D'ROSÉ
Serial Number:	77478971	CLAIM YOUR TREASURE SWEEPSTAKES N S W
Serial Number:	77478024	CLAIM YOUR TREASURE SWEEPSTAKES
Serial Number:	77488685	DD
Serial Number:	77488668	DONO DELLA PEARLS
Serial Number:	77538017	DOT MATRIX
Serial Number:	77183510	GEM LOVERS' COLLECTION
Serial Number:	77375452	JEWEL HUNTER JACK
Serial Number:	77375415	JEWEL HUNTER JACK
Serial Number:	77106289	JEWEL SCHOOL
Serial Number:	78855941	JTV
Serial Number:	77523431	KADÉNZE
Serial Number:	77523367	KEPLER
Serial Number:	77488596	KIANGA COLLECTION
Serial Number:	77479933	S
Serial Number:	77479905	SOPHISTICATED STEEL
Serial Number:	77524723	SPIN FIRE
Serial Number:	77523308	TANZANITE IS TIMELESS SHARE THE EXPERIENCE
Serial Number:	77489442	TERADORA
Serial Number:	77549041	TRADE SHOW TREASURES
Serial Number:	77474217	TREASURE PEARL
Serial Number:	77266942	THE VAULT FROM JEWELRY TELEVISION

**CORRESPONDENCE DATA**

Fax Number: (704)353-3698  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 704 331 5792  
Email: donna.millard@klgates.com  
Correspondent Name: Karl S. Sawyer, Jr.  
Address Line 1: 214 N Tryon St., Hearst Tower 47th Floor  
Address Line 2: K & L Gates LLP  
Address Line 4: Charlotte, NORTH CAROLINA 28202

ATTORNEY DOCKET NUMBER:

17366.210WACHOVIAMULTIMED

**TRADEMARK**

**REEL: 003850 FRAME: 0136**

NAME OF SUBMITTER:	Karl S. Sawyer, Jr.
Signature:	/Karl S. Sawyer, Jr./
Date:	09/10/2008
<b>Total Attachments: 7</b> source=AmericasCollectiblesNetworkInc#page1.tif source=AmericasCollectiblesNetworkInc#page2.tif source=AmericasCollectiblesNetworkInc#page3.tif source=AmericasCollectiblesNetworkInc#page4.tif source=AmericasCollectiblesNetworkInc#page5.tif source=AmericasCollectiblesNetworkInc#page6.tif source=AmericasCollectiblesNetworkInc#page7.tif	

## TRADEMARK SECURITY AGREEMENT

Trademark Security Agreement (this "Agreement") dated as of September 9, 2008 by and between AMERICA'S COLLECTIBLES NETWORK, INC., a Tennessee corporation (the "Grantor"), having its chief executive office at 10001 Kingston Pike, Knoxville, Tennessee 37922, and WACHOVIA BANK, NATIONAL ASSOCIATION, as Administrative Agent (the "Administrative Agent"), with offices at 1525 West W.T. Harris Boulevard, 3 Central 6B, Charlotte, North Carolina 28262, for the ratable benefit of the banks and other financial institutions (the "Lenders") from time to time parties to the Amended and Restated Credit Agreement, dated as of the date hereof, (as amended, restated, supplemented or otherwise modified, the "Credit Agreement") by and among, Grantor, Multimedia Commerce Group, Inc. ("MCG") (MCG and Grantor together, the "Borrowers"), the Lenders and the Administrative Agent.

This Agreement is executed pursuant to the terms of a Collateral Agreement dated as of the date hereof by and among the Borrowers, certain of their Subsidiaries party thereto and the Administrative Agent (as amended, restated, supplemented or otherwise modified, the "Collateral Agreement"). Capitalized terms used herein but not defined herein shall have the meaning assigned to them in the Collateral Agreement.

NOW, THEREFORE, for good and valuable consideration, receipt and sufficiency of which are hereby acknowledged, the Grantor hereby grants to the Administrative Agent, a continuing security interest in all of the Grantor's right, title and interest in, to and under the following, whether presently existing or hereafter arising or acquired:

(i) each Trademark, Trademark registration and Trademark application, and all of the goodwill of the business connected with the use of, and symbolized by, each Trademark, Trademark registration and Trademark application of the Grantor, including, without limitation, each Trademark, Trademark registration and Trademark application described on Schedule A;

(ii) each Trademark License, including, without limitation, each Trademark License described on Schedule B;

(iii) all claims by the Grantor against third parties for (a) past, present or future infringement or dilution of any Trademark or Trademark registration, including, without limitation, any Trademark or Trademark registration described on Schedule A or under any Trademark licensed under any Trademark License, including, without limitation, any Trademark License described on Schedule B, (b) injury to the goodwill associated with any Trademark, Trademark registration or Trademark License or (c) breach or enforcement of any Trademark License; and

(iv) all products and proceeds of the foregoing.

The rights and remedies of the Administrative Agent with respect to the security interest granted herein are without prejudice to, and are in addition to those set forth in the Collateral

Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Agreement are deemed to conflict with the Collateral Agreement, the provisions of the Collateral Agreement shall govern.

[SIGNATURE PAGES FOLLOW]

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the date first written above.

AMERICA'S COLLECTIBLES NETWORK, INC.  
as Grantor

By: Timothy B. Matthews  
Name: Timothy B. Matthews  
Title: President and Chief Executive Officer

ACKNOWLEDGMENT

STATE OF TENNESSEE

COUNTY OF KNOX

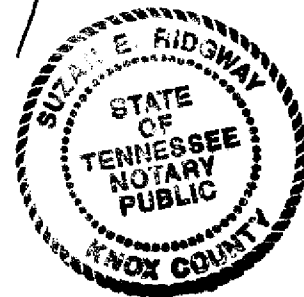
I, Suzanne E. Ridgway, a Notary Public for said County and State, do hereby certify that Timothy B. Matthews personally appeared before me this day and stated that (s)he is President & CEO of America's Collectibles Network, Inc. and acknowledged, on behalf of America's Collectibles Network, Inc. the due execution of the foregoing instrument.

Witness my hand and official seal, this 4th day of September, 2008

Suzanne E. Ridgway  
Notary Public

My commission expires:

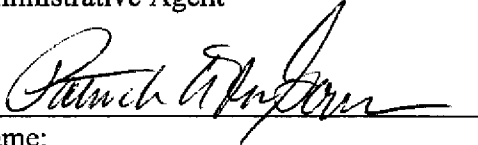
July 26, 2011



[Signature Pages Continue]

Agreed and Accepted as of the  
date first written above.

WACHOVIA BANK, NATIONAL ASSOCIATION,  
as Administrative Agent

By:   
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**Patrick A. McGovern**  
Senior Vice President

[Trademark Security Agreement – America’s Collectibles Network, Inc.]

**TRADEMARK**  
**REEL: 003850 FRAME: 0141**

**SCHEDULE A**

**Trademarks**

Registered Trademarks:

<b>Owner</b>	<b>Mark</b>	<b>Registration Number</b>	<b>Registration Date</b>	<b>Affidavit of Use/Renewal Due</b>	<b>Affidavit of Use/Renewal Filed</b>
<b>America's Collectibles Network, Inc.</b>	ACN®	2889155	9/28/2004	09/28/2010	Not yet due
	America's Collectibles Network®	3000813	9/27/2005	09/27/2011	Not yet due
	ChariZma An Instant Attraction®	3351928	12/11/2007	12/11/2013	Not yet due
	Gemstones Adventure Series®	3494217	6/2/2008	06/02/2014	Not yet due
	Girlfriend Friday® (word mark)	3488575	8/19/2008	08/19/2014	Not yet due
	Girlfriend Friday® (Design)	3439142	6/3/2008	06/03/2014	Not yet due
	Girlfriend Friday® (Design)	3439141	6/3/2008	06/03/2014	Not yet due
	Imperial Hessonite®	3439148	6/3/2008	06/03/2014	Not yet due
	Jewelry Television by ACN®	3044498	1/17/2006	01/17/2012	Not yet due
	Jewelry Television®	3362390	1/1/2008	01/01/2014	Not yet due
	JewelryTV.com®	2407096	11/21/2000	N/A	Filed
	JTV®	2636547	10/15/2002	10/15/2008	Not yet due
	Paraiba Ice®	Supplemental 3170228	Supplemental 11/07/2006	11/07/1012	Not yet due
	Quantum Cut®	2739948	07/22/2003	07/22/2009	Not yet due
	Shanseres®	3431032	5/20/2008	05/20/2013	Not yet due
	Sunshine Diamond®	2582926	06/18/2002	N/A	Filed
Zandrite®	2627771	10/01/2002	N/A	Filed	



Pending Trademarks:

<b>Owner</b>	<b>Mark</b>	<b>Serial Number</b>	<b>Application Date</b>
<b>America's Collectibles Network, Inc.</b>	Cham D'Rose	77443580	4/9/2008
	Claim Your Treasure Sweepstakes	77478971	5/20/2008
	Claim Your Treasure Sweepstakes	77478024	5/19/2008
	"DD"	77488685	6/2/2008
	Dono Della Pearls	77488668	6/2/2008
	Dot Matrix	77538017	8/4/2008
	Gem Lovers' Collection	77183510	5/17/2007
	Jewel Hunter Jack	77375452	1/18/2008
	Jewel Hunter Jack	77375415	1/18/2008
	Jewel School	77106289	2/13/2007
	JTV	78855941	4/6/2006
	Kadénze	77523431	7/16/2008
	Kepler	77523367	7/16/2008
	Kianga Collection	77488596	6/2/2008
	"S" (the mark consists of a stylized S.)	77479933	5/21/2008
	Sophisticated Steel	77479905	5/21/2008
	Spin Fire	77524723	7/17/2008
	Tanzanite is Timeless Share the Experience	77523308	7/16/2008
	Teradora	77489442	6/3/2008
	Trade Show Treasures	77549041	8/18/2008
Treasure Pearl	77474217	5/14/2008	
The Vault from Jewelry Television	77266942	8/29/2007	

**SCHEDULE B**

**Trademark Licenses**

None.