

11-14-2000



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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New

Resubmission (Non-Recordation)
Document ID #

Correction of PTO Error
Reel # Frame #

Corrective Document
Reel # Frame #

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger

Change of Name

Other

Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization

11/13/2000 MTHAI1 00000368 500672 75013313

FOR OFFICE USE ONLY

01 FC:481 40.00 CH
02 FC:482 175.00 CH

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002173 FRAME: 0469

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

| | | |
|---------------------------------------|---------------------------------------|---------------------------------------|
| <input type="text" value="75013313"/> | <input type="text" value="75311869"/> | <input type="text" value="75377060"/> |
| <input type="text"/> | <input type="text"/> | <input type="text"/> |
| <input type="text"/> | <input type="text"/> | <input type="text"/> |

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| <input type="text" value="1778148"/> | <input type="text" value="1825558"/> | <input type="text" value="1852065"/> |
| <input type="text" value="1986799"/> | <input type="text" value="1843895"/> | <input type="text"/> |
| <input type="text"/> | <input type="text"/> | <input type="text"/> |

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Karl M. Zielaznicki

Signature

October 12, 2000

Date Signed

Name of Person Signing

RELEASE OF SECURITY INTEREST IN UNITED STATES TRADEMARKS

THIS RELEASE is granted by Foothill Capital Corporation (hereinafter referred to as "Foothill"), to BKN Media, Inc. (f/k/a Quantum Media International, Inc.), a Delaware corporation (hereinafter referred to as the "Debtor").

WHEREAS, Debtor and Foothill entered into a Loan and Security Agreement dated as of September 30, 1998 (as amended, the "Loan Agreement"), and a related Trademark Security Agreement dated as of September 30, 1998 (hereinafter referred to as the "Security Agreement") by which Foothill acquired security interests in, to and under the Trademark Collateral (as defined in the Security Agreement), including (but not limited to) the Trademarks (as defined in the Security Agreement) listed on Schedule A attached hereto, to secure the satisfactory performance and payment of all of the Secured Obligations (as defined in the Security Agreement);

WHEREAS, the Security Agreement was recorded in the U.S. Patent and Trademark Office on October 1, 1998 at Trademark Reel 1798 at Frame 0656; and

WHEREAS, all of the Secured Obligations under the Security Agreement have been satisfied, and Foothill desires to release the security interests granted in the Security Agreement;

NOW, THEREFORE, in consideration of such repayment of the Secured Obligations, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Foothill hereby releases and terminates each and every one of its security interests in the Trademark Collateral granted to it pursuant to the Security Agreement, including the Trademarks (as defined in the Security Agreement) listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, Foothill has caused this Release to be executed by its duly authorized officer on this 6 day of October 2000.

Foothill Capital Corporation

By: [Signature]
Name: PAUL G. CHAO
Title: VP

STATE OF Massachusetts)
COUNTY OF Suffolk) ss.

On the 6 day of October in the year 2000 before me, the undersigned, a Notary Public in and for the said State, personally appeared Paul G. Chao, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

[Signature]
(Signature and office of individual taking acknowledgment.)

Notary Public: My commission expires: 12/1/00
3/29/2005

EXHIBIT A
TRADEMARK REGISTRATIONS AND APPLICATIONS

| Trademark | Registration Number (Application Number) | Registration Date (Application Date) |
|---|---|---|
| Amazin' Adventures | 1,778,148 | 6/22/93 |
| Nobody Talks To Kids Like Bohbot | 1,825,558 | 3/8/94 |
| Kids' Day Off | 1,852,065 | 8/30/94 |
| Madison Green Entertainment Sales, Inc. | 1,986,799 | 7/16/96 |
| King Arthur And The Knights Of Justice | 1,843,895 | 7/5/94 |
| Quantum Media International, Inc. | 75/013,313 | 11/1/95 |
| Pocket Dragon Adventures And Design | 75/311,869 | 6/19/97 |
| BKN | 75/377,060 | 10/21/97 |