

04-06-2001



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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

Effective Date
Month Day Year
12 18 2000

Other Security Agreement Release

Conveying Party

Mark if additional names of conveying parties attached

HELLER FINANCIAL INC. Execution Date
Month Day Year

Formerly _____

Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Delaware

RECEIVING PARTY

Mark if additional names of receiving parties attached

ARRAY MARKETING GROUP ENTERPRISES. INC.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 633 West Fifth Street, Suite 6650

Address (line 2) _____

Address (line 3) Los Angeles California/USA 90071
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 Delaware, USA

04/05/2001 DBYRNE 00000299 75919293
01 FC:481 40.00 OP
02 FC:482 100.00 OP

FOR OFFICE USE ONLY

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Mail documents to be recorded with required cover sheet(s) information to:
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TRADEMARK
REEL: 002266 FRAME: 0908

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)

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

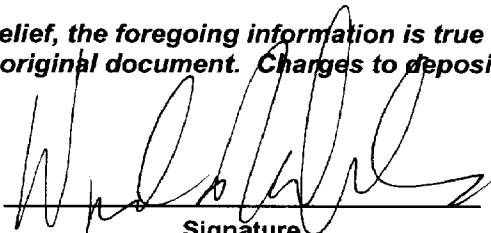
No

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.

Warren I. Nachlis

Name of Person Signing



Signature

3/12/01

Date

**RELEASE OF
TRADEMARK SECURITY AGREEMENT**

THIS RELEASE is made as of this 18th day of December, 2000, Heller Financial, Inc., as Agent ("Heller"), a Delaware corporation, having an office at 500 West Monroe Street, Chicago, Illinois 60661 in favor of Array Marketing Group Enterprises, Inc., a Delaware corporation ("Borrower"), located at 633 West 5th Street, Suite 6650, Los Angeles, California 90071.

FOR GOOD AND VALUABLE CONSIDERATION, the receipt and adequacy of which are hereby acknowledged, Heller hereby unconditionally and expressly releases, terminates and extinguishes, without limitation, any and all of its right, title and interest in and to, and any and all liens and security interests it may have upon, all of Borrower's trademarks, trademark registrations, interests under trademark license agreements, tradenames and trademark applications, service marks, service mark registrations, service mark applications and brand names, renewals thereof, all income, royalties, rights and goodwill thereto, and all of Borrower's license agreements, including the right to prepare for sale, sell and advertise for sale, and including the trademarks and trademark applications listed on Exhibit A attached hereto, which liens and security interests were established under and pursuant to the Trademark Security Agreement dated as of September 26, 2000.

This Release shall be binding upon Heller's legal representatives, assigns and successors.

HELLER FINANCIAL, INC., as Agent


By 
Name PATRICK HENAHAN
Title SVP

EXHIBIT A

TRADEMARK REGISTRATIONS

Mark	Registration Number	Registration Date
SHOW 'N' SELL	1,093,280	6/13/78 (renewed)
STOCKPOP	1,887,929	4/4/95
GREEN P.O.P.	1,650,779	7/16/91
T-LITE	1,044,006	7/20/96 (renewed)

TRADEMARK APPLICATIONS

Mark	Application Number	Application Date
C. BEHIND MIRROR	75-919293	2/12/2000