

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Comerica Bank, as agent		08/18/2005	CORPORATION: MICHIGAN

RECEIVING PARTY DATA

Name:	Norwest Mezzanine Partners I, LP
Street Address:	80 South 8th Street
Internal Address:	Suite 3600
City:	Minneapolis
State/Country:	MINNESOTA
Postal Code:	55402
Entity Type:	LIMITED PARTNERSHIP:

PROPERTY NUMBERS Total: 19

Property Type	Number	Word Mark
Registration Number:	2264401	RHODES, INC.
Registration Number:	2225840	RI
Registration Number:	2228289	RI
Registration Number:	2230575	R RHODES PRINTING GROUP
Registration Number:	2228291	R RHODES PRINTING GROUP
Registration Number:	2228290	R RHODES PRINTING GROUP
Registration Number:	1447866	ADPLEX
Registration Number:	1363817	
Registration Number:	1876846	BENT ON EXCELLENCE
Registration Number:	2045714	ADDIRECT
Registration Number:	2025534	ADPAK
Registration Number:	2052244	AD DIRECT
Registration Number:	2043179	AD PAK A WALTERS COMPANY

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Registration Number:	2028780	THE WALTERS COMPANIES
Registration Number:	2028779	THE WALTERS COMPANIES
Registration Number:	2028751	
Registration Number:	1705975	Z-PIX COMPUTER GRAPHICS CENTERS
Registration Number:	2623744	ADCONTENT BRAND GUARANTOR
Serial Number:	76409662	SMARTVERSIONS

CORRESPONDENCE DATA

Fax Number: (214)758-1550
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 2147581500
Email: estafford@pattonboggs.com
Correspondent Name: Darren W. Collins
Address Line 1: 2001 Ross Avenue
Address Line 2: Suite 3000; Patton Boggs, LLP
Address Line 4: Dallas, TEXAS 75201

ATTORNEY DOCKET NUMBER:	023252.0101
NAME OF SUBMITTER:	Darren W. Collins
Signature:	/Darren W. Collins/
Date:	11/11/2005

Total Attachments: 3
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Comerica Bank

ASSIGNMENT OF SECURITY DOCUMENTS

THIS ASSIGNMENT dated as of August 18, 2005, by Comerica Bank, a Michigan banking corporation ("Comerica"), as Agent under each of the Security Documents (as defined below).

RECITALS:

A. Windward Print Star, Inc. ("Company"), AdPlex, Inc., Rhodes, Inc., Rhodes Printing Limited Partnership, Rhodes Printing East, LLC, AdPlex Merger Corp., Rhodes Holding LLC and OPS Holding LLC (collectively the "Guarantors"), certain institutions from time to time parties thereto as Banks, and Comerica Bank, as Agent for the Banks entered into a Credit Agreement dated as of December 2, 2002, as amended (the "Credit Agreement").

B. Pursuant to the Credit Agreement, Company and certain of the Guarantors executed and delivered the Security Documents to Comerica for the benefit of the Banks under the Credit Agreement.

C. Comerica has resigned as Agent under the Credit Agreement. Norwest Mezzanine Partners I, LP ("Norwest") and has been appointed successor Agent under the Credit Agreement.

NOW, THEREFORE, Comerica hereby assigns to Norwest, as successor Agent under the Credit Agreement, all of its right, title and interest as Agent in and to each of the following documents (collectively, the "Security Documents"):

- (i) Pledge Agreement (Company) dated as of December 2, 2002 between Company and Comerica;
- (ii) Security Agreement dated as of December 2, 2002, between Company, Guarantors and Comerica;
- (iii) Agreement (Trademarks) dated as of December 2, 2002 between Rhodes, Inc, AdPlex, Inc and Comerica;
- (iv) Guaranty dated as of December 2, 2002 between the Guarantors and Comerica;
- (v) Assignment as Collateral Security dated December 2, 2002 between Company and Comerica;
- (vi) Deed of Trust (Carrollton, Texas) dated December 2, 2002 by Rhodes Printing Limited Partnership in favor of Comerica; and
- (vii) Seller Subordination Agreement (All Indebtedness and Liens) dated December 2, 2002 by Galen Walters, J. Russell Anderson, Robert T. Sabom, Dan J. Sanders, Company and Comerica.

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Comerica authorizes Norwest to file financing statements assigning from Comerica to Norwest all of the financing statements filed in connection with the Credit Agreement and any of the other Security Documents including, without limitation, the financing statements identified on Schedule 1 annexed hereto.

COMERICA BANK, a Michigan banking corporation

By: Jacey R. Stevenson
Its: Vice President

Security Agreement Disclosure Schedules

Schedule I

Intellectual Property

Trademark	Country or Jurisdiction	Reg. No - (App. No.)	Reg. Date (Filing Date)
RHODES, INC.	United States	2,264,401	7/27/1999
RI (Stylized Letters)	United States	2,225,840	2/23/1999
RI and Design	United States	2,228,289	3/2/1999)
R RHODES PRINTING GROUP	United States	2,230,575	3/9/1999
R RHODES PRINTING GROUP and Design	United States	2,228,291	3/2/1999
R RHODES PRINTING GROUP (Stylized Letters)	United States	2,228,290	3/2/1999
ADPLEX	United States	1,447,866	7/14/1987
Design Only (Bent Pencil Logo)	United States	1,363,817	10/1/1985
BENT ON EXCELLENCE	United States	1,876,846	1/31/1995
ADDIRECT	United States	2,045,714	3/18/1997
ADPAK	United States	2,025,534	12/24/1996
AD DIRECT and Design	United States	2,052,244	4/15/1997
AD PAK A WALTERS COMPANY and Design	United States	2,043,179	3/11/1997
THE WALTERS COMPANIES and Design	United States	2,028,780	1/7/1997
THE WALTERS COMPANIES and Design	United States	2,028,779	1/7/1997
Design Only	United States	2,028,751	1/7/1997
Z-PIX COMPUTER GRAPHICS CENTERS	United States	1,705,975	8/4/1992
ADCONTENT BRAND GUARANTOR	United States	2623744	9/24/2002
SMART VERSIONS	United States	(76-409,662)	(5/17/2002)

TRADEMARK