

3-16-01

RE

06-18-2001



RE

101752337

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/AK/A/T/A

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

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

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"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,044,006"/>	<input type="text" value="1,093,280"/>	<input type="text" value="1,887,929"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,650.779"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<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.)

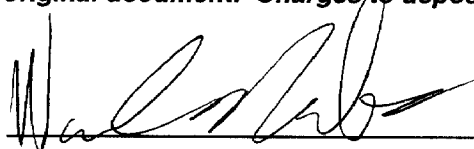
Deposit Account Number: #

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.

Warren L. Nachlis



June 12, 2001

Name of Person Signing

Signature

Date

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

FORM PTO-1618C
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Array Marketing Group, Inc.

December 15, 2000

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization Delaware

RECEIVING PARTY

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKATA

Composed of

Address (Line 1)

Address (Line 2)

Address (Line 3)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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Registration Number(s)

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Name

DBA/AKA/TA

Composed of

Address (Line 1)

Address (Line 2)

Address (Line 3)

Individual General Partnership Limited Partnership

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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

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Execution Date
Month Day Year

Enter Additional Conveying Party

Name

KCS Properties, LLC

December 15, 2000

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Wisconsin

RECEIVING PARTY

Mark if additional names of receiving parties attached

Enter Additional Receiving Party

Name

DBA/AK/A/T/A

Composed of

Address (Line 1)

Address (Line 2)

Address (Line 3)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

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Corporation Association

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Registration Number(s)

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Execution Date
Month Day Year

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Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

RECEIVING PARTY

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Mark if additional names of receiving parties attached

Name

DBA/AKATA

Composed of

Address (Line 1)

Address (Line 2)

Address (Line 3)

Individual General Partnership Limited Partnership

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Corporation Association

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Registration Number(s)

Trademark Application Number(s)			Registration Number(s)		
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OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

RECEIVING PARTY

Enter Additional 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)

Individual General Partnership Limited Partnership

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Corporation Association

Other

Citizenship/State of Incorporation/Organization

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Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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CONTINUATION
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OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Enter Additional Conveying Party

Name

AMG In Store, LLC

December 15, 2000

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

Enter Additional Receiving Party

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

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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 the Assignment.)

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Trademark Application Number(s)

Registration Number(s)

**RECORDATION FORM COVER SHEET
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TRADEMARKS ONLY**

FORM PTO-1618C
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OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional Conveying Party

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Execution Date
Month Day Year

Name

Formerly

- Individual
 General Partnership
 Limited Partnership
 Corporation
 Association
 Other
 Citizenship/State of Incorporation/Organization

RECEIVING PARTY

Enter Additional 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)

- Individual
 General Partnership
 Limited Partnership
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 Corporation
 Association
 Other
 Citizenship/State of Incorporation/Organization

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Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<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"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>



101653889

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
December 15, 2000

Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date

Month Day Year

Name Execution Date

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)

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.)

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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: 002315 FRAME: 0253

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

212-848-5200

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.

16

#

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"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="512963"/>	<input type="text" value="1,093,280"/>	<input type="text" value="1,887,929"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,650,779"/>	<input type="text" value="1,044,006"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#4

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:
Deposit Account

Enclosed Deposit Account

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

Deposit Account Number:

#

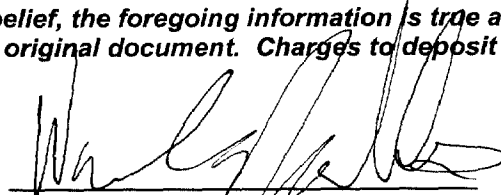
Authorization to charge additional fees:

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 L. Nachlis



March 13, 2001

Name of Person Signing

Signature

Date

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

FORM PTO-1618C
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name ARRAY MARKETING GROUP, INC.

December 15, 2000

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

RECEIVING PARTY

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Name

DBA/AKA/TA

Composed of

Address (Line 1)

Address (Line 2)

Address (Line 3) City State/Country Zip Code

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Execution Date
Month Day Year

Name ARRAY MARKETING CORPORATION

December 15, 2000

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

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Address (Line 1)

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Individual General Partnership Limited Partnership Corporation Association

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RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

FORM PTO-1618C
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name AMERICAN MANUFACTURING COMPANY

December 15, 2000

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

RECEIVING PARTY

Enter Additional 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 the Assignment.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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)

TRADEMARK

REEL: 002315 FRAME: 0259

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

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Individual General Partnership Limited Partnership

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RECORDATION FORM COVER SHEET
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FORM PTO-1618C
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OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional Conveying Party



Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name 3090547 Nova Scotia Company

December 15, 2000

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

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Trademark Application Number(s)

Registration Number(s)

INTELLECTUAL PROPERTY SECURITY AGREEMENT

This INTELLECTUAL PROPERTY SECURITY AGREEMENT (as amended, amended and restated, supplemented or otherwise modified from time to time, the "*IP Security Agreement*") dated as of December 15, 2000, is made by the Persons listed on the signature pages hereof (collectively, the "*Grantors*") in favor of BNP Paribas ("*BNP Paribas*"), as collateral agent (the "*Collateral Agent*") for the Secured Parties (as defined in the Credit Agreement referred to below).

WHEREAS, AMG In Store, Inc., a Delaware corporation, has entered into a Credit Agreement dated as of December 15, 2000 (as amended, amended and restated, supplemented or otherwise modified from time to time, the "*Credit Agreement*"), with BNP Paribas, as Administrative Agent and Collateral Agent, and the Lender Parties party thereto. Terms defined in the Credit Agreement and not otherwise defined herein are used herein as defined in the Credit Agreement.

WHEREAS, as a condition precedent to the making of Advances and the issuance of Letters of Credit by the Lender Parties under the Credit Agreement and the entry into Secured Hedge Agreements by the Hedge Banks from time to time, each Grantor has executed and delivered that certain Security Agreement dated December 15, 2000 made by the Grantors to the Collateral Agent (as amended, amended and restated, supplemented or otherwise modified from time to time, the "*Security Agreement*").

WHEREAS, under the terms of the Security Agreement, Grantors have granted a security interest in, among other property, certain intellectual property of the Grantors to the Collateral Agent for the ratable benefit of the Secured Parties, and have agreed as a condition thereof to execute this IP Security Agreement for recording with the U.S. Patent and Trademark Office, the United States Copyright Office and other governmental authorities.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each Grantor agrees as follows:

SECTION 1. Grant of Security. Each Grantor hereby grants to the Collateral Agent for the ratable benefit of the Secured Parties a security interest in and to all of such Grantor's right, title and interest in and to the following (the "*Collateral*"):

- (i) the United States, international, and foreign patents and patent applications set forth in Schedule A hereto, together with all reissues, divisions, continuations, continuations-in-part, extensions and reexaminations thereof, and all rights therein provided by international treaties or conventions (the "*Patents*");
- (ii) the United States and foreign trademark and service mark registrations and applications set forth in Schedule B hereto (the "*Trademarks*");

(iii) the copyrights and United States and foreign copyright registrations and applications set forth in Schedule C hereto (the "**Copyrights**");

(iv) any and all claims for damages for past, present and future infringement, misappropriation or breach with respect to the Patents, Trademarks and Copyrights, with the right, but not the obligation, to sue for and collect, or otherwise recover, such damages; and

(v) any and all proceeds of the foregoing.

SECTION 2. Security for Obligations. The grant of a security interest in the Collateral by each Grantor under this IP Security Agreement secures the payment of all Obligations of each Loan Party now or hereafter existing under or in respect of the Loan Documents, whether direct or indirect, absolute or contingent, and whether for principal, reimbursement obligations, interest, premiums, penalties, fees, indemnifications, contract causes of action, costs, expenses or otherwise. Without limiting the generality of the foregoing, this IP Security Agreement secures, as to each Grantor, the payment of all amounts that constitute part of the Secured Obligations and that would be owed by such Grantor to any Secured Party under the Loan Documents but for the fact that such Secured Obligations are unenforceable or not allowable due to the existence of a bankruptcy, reorganization or similar proceeding involving a Loan Party.

SECTION 3. Recordation. Each Grantor authorizes and requests that the Register of Copyrights, the Commissioner of Patents and Trademarks and any other applicable government officer record this IP Security Agreement.

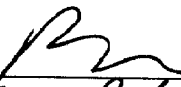
SECTION 4. Execution in Counterparts. This IP Security Agreement may be executed in any number of counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement.

SECTION 5. Grants, Rights and Remedies. This IP Security Agreement has been entered into in conjunction with the provisions of the Security Agreement. Each Grantor does hereby acknowledge and confirm that the grant of the security interest hereunder to, and the rights and remedies of, the Collateral Agent with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated herein by reference as if fully set forth herein.

SECTION 6. Governing Law. This IP Security Agreement shall be governed by, and construed in accordance with, the laws of the State of New York.

IN WITNESS WHEREOF, each Grantor has caused this Agreement to be duly executed and delivered by its officer thereunto duly authorized as of the date first above written.

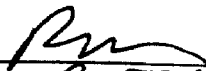
AMG IN STORE, INC.

By: 
Name: Robert Ebulain
Title: Secretary + CFO

Address for Notices:

c/o Array Marketing Group, Inc.
633 W. 5th Street, Suite 6650
Los Angeles, CA 90071


ARRAY MARKETING GROUP, INC.

By: 
Name: Robert Eberlein
Title: Secretary + CFO

Address for Notices:

c/o Array Marketing Group, Inc.
633 W. 5th Street, Suite 6650
Los Angeles, CA 90071


ARRAY MARKETING CORPORATION

By: 
Name: Robert Eburlein
Title: Secretary + CFO

Address for Notices:

C/O Array Marketing Group, Inc.
633 W. 5th Street, Suite 6650
Los Angeles, CA 90071

KCS PROPERTIES, LLC

By: 
Name: Robert Eberlein
Title: Secretary + CFO

Address for Notices:

C/O Array Marketing Group, Inc.
633 W. 5th Street, Suite 6650
Los Angeles, CA 90071

KCS INDUSTRIES, LLC

By: 

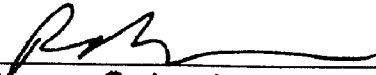
Name: Robert Eberlein

Title: Secretary + CFO

Address for Notices:

c/o Array Marketing Group, Inc.
633 W. 5th Street, Suite 6650
Los Angeles, CA 90071

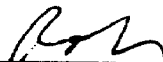
AMERICAN MANUFACTURING COMPANY

By: 
Name: Robert Eberlein
Title: Secretary + CFO

Address for Notices:

C/O Array Marketing Group, Inc.
633 W. 5th Street, Suite 6650
Los Angeles, CA 90071

AMG IN STORE, LLC

By: 
Name: Robert Eberlein
Title: Secretary + CFO

Address for Notices:

C/O Array Marketing Group, Inc.
633 W. 5th Street, Suite 6650
Los Angeles, CA 90071

3090547 Nova Scotia Company

By: *Rob*

Name: *Robert Eberlein*

Title: *Secretary + CFO*

Address for Notices:

C/O Array Marketing Group, Inc.

633 W. 5th Street, Suite 6650

Los Angeles, CA 90071

**Schedule A
Intellectual Property Security Agreement**

PATENTS

Title	Jurisdiction	Patent or Application Number	Issue or Filing Date
Low Voltage Inverter for Powering Display Tubes	United States	(08/258,763)	(6/13/94)
Flat Mount Electrode Socket	United States	5,571,026	11/5/96
Low Voltage Inverter for Powering Display Tubes	United States	(08/433,892)	(5/2/95)
Stand for Gas Discharge Tube Lighting	United States	(08/433,893)	(5/2/95)
Low Voltage Inverter Including Open Circuit Detection	United States	(08/515,323)	(8/15/95)
Power Supply System Including Mechanical Output Switches	United States	5,811,892	9/22/98
Seven Segment Neon	United States	Unfiled	Unfiled
Power Converter for Use with Single-Electrode Display Tube	United States	(08/433,890)	(5/2/95)
Package Dispensing Device	United States	5,351,854	10/4/94
Merchandising Display System	United States	5,588,537	12/31/96
Merchandise Display System	United States	5,545,958	8/13/96
Merchandise Display System	United States	5,551,577	9/3/96
Billiard Ball Rack Incorporating a Display Area	United States	5,529,540	6/25/96
Flowing Liquid Display	United States	(08/570,655)	(12/11/95)
Fading Image Illuminated Display	United States	Unfiled	Unfiled
Expandable Wire Tray Merchandiser	United States	Unfiled	Unfiled

Title	Jurisdiction	Patent or (Application Number)	Issue or (Filing Date)
Baseball Glove Rack Display	United States	Unfiled	Unfiled
Golf Supply Display	United States	Unfiled	Unfiled
Collapsible Display and Dispensing Device	United States	4,785,944	11/22/88
Book Rest	United States	4,776,552	11/11/88
Bracket Unit for Price Display	United States	D421,067	2/22/00
End Cap for Display Book Spine	United States	D350,366	9/6/94
Swivel Podium	United States	D331,345	12/1/92
Retractable Data Display Unit	United States	D322,287	12/10/91
Collapsible Display and Dispenser Stand	United States	D314,091	1/29/91
Shelf Extender Attachment For Displaying Merchandise	United States	D298,501	11/15/88
Floor Display	United States	D297,084	8/9/88

**Schedule B
Intellectual Property Security Agreement**

TRADEMARKS

Trademark	Jurisdiction	Registration or Application No.	Registration or Filing Date
KCS	Mexico	512963	12/4/98
SHOW 'N' SELL	United States	1,093,280	6/13/78
STOCKPOP	United States	1,887,929	4/4/95
GREEN P.O.P.	United States	1,650,779	7/16/91
T-LITE	United States	1,044,006	7/20/76

**Schedule C
Intellectual Property Security Agreement**

COPYRIGHTS

None.