

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
Bernstein-Rein Advertising, Inc.		02/10/2011	CORPORATION: MISSOURI
Kaleidoscope Charter Services Corporation		02/10/2011	CORPORATION: MISSOURI
Kaleidoscope Aviation Corporation		02/10/2011	CORPORATION: MISSOURI

RECEIVING PARTY DATA

Name:	M&I Marshall & Ilsley Bank
Street Address:	800 W 47th St
Internal Address:	ATTN Tammy Butler
City:	Kansas City
State/Country:	MISSOURI
Postal Code:	64112
Entity Type:	CORPORATION: WISCONSIN

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Serial Number:	85076252	BERNSTEIN-REIN
Serial Number:	85076262	BR.
Serial Number:	77703431	INTERACTIVISM
Serial Number:	76069617	BRAND HUMANITY
Serial Number:	77703425	INTERACTIVIST
Serial Number:	85150712	MEDIA METRICS
Serial Number:	77659491	INSIDE OUT RETAILING
Serial Number:	77659479	INSIDE OUT RETAILING

CORRESPONDENCE DATA

Fax Number: (816)753-1536

900184169

**TRADEMARK
 REEL: 004479 FRAME: 0155**

CH \$215.00 85076252

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 816-753-1000
Email: uspt@polsinelli.com
Correspondent Name: Carla M. Lee
Address Line 1: 700 W 47th St. Suite 1000
Address Line 4: Kansas City, MISSOURI 64112

NAME OF SUBMITTER:	Carla M. Lee
Signature:	/Carla M. Lee/
Date:	02/15/2011

Total Attachments: 4

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SECURITY AGREEMENT

(TRADEMARKS)

WHEREAS, as of February 10, 2011 (the "*Effective Date*"), Bernstein-Rein Advertising, Inc., a Missouri corporation ("*B-R*"), Kaleidoscope Aviation Corporation, a Missouri corporation ("*KAC*") and Kaleidoscope Charter Services Corporation, a Missouri corporation ("*KCSC*" and, collectively with B-R and KAC, "*Grantors*"), have adopted, used and is using the trademarks listed on the annexed Schedule 1, which trademarks are registered in the United States Patent and Trademark Office (collectively, the "*Trademarks*");

WHEREAS, Grantors are obligated to M&I Marshall & Ilsley Bank, a Wisconsin banking corporation ("*Bank*") pursuant to that certain Amended and Restated Credit Agreement dated as of December 28, 2010 (the "*Credit Agreement*") among Grantors and Bank for the payment and performance of the Obligations (as defined in the Credit Agreement); and

WHEREAS, pursuant to that certain Amended and Restated Security Agreement (the "*Security Agreement*") dated December 28, 2010 among Grantors and Bank, Grantors granted to Bank a security interest in, and mortgage on, all right, title and interest of Grantors in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which exist by reason of infringement thereof (the "*Collateral*"), to secure the payment, performance and observance of the Obligations;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Grantors hereby further grant to Bank a security interest in, and mortgage on, the Collateral to secure the prompt payment, performance and observance of the Obligations.

Grantors hereby further acknowledge that the rights and remedies of Bank with respect to the assignment of, security interest in the mortgage on the Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

[SIGNATURE PAGE FOLLOWS]

STATE OF Missouri)
) ss.
COUNTY OF Jackson)

On this 10th day of February, 2011, before me appeared David E. Feagans, to me personally known, who, being by me duly sworn did say that he/she is the Secretary of Kaleidoscope ~~Partners~~ Corp of the State of Missouri and that said instrument was signed on behalf of said Corporation by authority of its Board of Directors, and said David E. Feagans acknowledged said instrument to be the free act and deed of said Corporation.

In Testimony Whereof, I have hereunto set my hand and affixed my official seal the day and year first above written.

Donna R. Whitaker
NOTARY PUBLIC



Commission Expires
My Commission Expires
May 27, 2013
Clay County
Commission #09524836

STATE OF Missouri)
) ss.
COUNTY OF Jackson)

On this 10th day of February, 2011, before me appeared David E. Feagans, to me personally known, who, being by me duly sworn did say that he/she is the Secretary of Kaleidoscope Charter Corp of the State of Missouri and that said instrument was signed on behalf of said Corporation by authority of its Board of Directors, and said David E. Feagans acknowledged said instrument to be the free act and deed of said Corporation.



In Testimony Whereof, I have hereunto set my hand and affixed my official seal the day and year first above written.

Donna R. Whitaker
NOTARY PUBLIC



My Commission Expires:
DONNA R. WHITAKER
My Commission Expires
May 27, 2013
Clay County
Commission #09524836

SCHEDULE 1

Trademark	Goods/Services	Status
BERNSTEIN-REIN SN:85-076252 BR. and Design 	(Int'l Class: 35) Advertising and marketing services; public relations services; marketing research services; preparing and placing advertising for others	Published: November 30, 2010
SN:85-076262 BRAND HUMANITY SN:76-069617 RN:2,482,101	(Int'l Class: 35) Advertising and marketing services; public relations services; marketing research services; preparing and placing advertising for others	Published: November 30, 2010
SN:85-076262 BRAND HUMANITY SN:76-069617 RN:2,482,101	(Int'l Class: 35) Advertising agency services; namely, business consultation in the fields of advertising, marketing and public relations; market research services; developing brand identity for the goods and services of others; purchase and procurement of media time for others; planning, research and placement of print, radio, television, and internet advertising for others	Renewal due August 28, 2011 Registered: August 28, 2001
INTERACTIVISM SN:77-703431 RN:3,800,714	(Int'l Class: 35) Advertising and marketing services	8 & 15 due June 8, 2015-2016 Registered: June 8, 2010
INTERACTIVIST SN:77-703425	(Int'l Class: 35) Advertising and marketing services	Statement of Use/Extension Request due January 26, 2011
MEDIA METRICS SN:85-150712	(Int'l Class: 35) Advertising and marketing services	Filed: October 12, 2010
INSIDE OUT RETAILING SN:77-659491	(Int'l Class: 35) Advertising and marketing services	Response to Office Action due February 28, 2011 Filed: January 29, 2009
INSIDE OUT RETAILING and Design  SN:77-659479	(Int'l Class: 35) Advertising and marketing services	Response to Office Action due February 28, 2011 Filed: January 29, 2009