

12-13-02

12-13-2002

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings



102311176

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Merit Industries, Inc.

- Individual(s) Association General Partnership Limited Partnership Corporation-State Other

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 12/2/02

2. Name and address of receiving party(ies)

Name: Madison Capital Funding LLC, as Internal Administrative Agent Address:

Street Address: 303 Madison St., Ste. 1200 City: Chicago State: IL Zip: 60606

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Other LLC

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1850787

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Maisha Gibson

Internal Address:

12/13/2002 TDIAZ1 00000134 1850787

01 FC:8321 02 FC:8322

40.00 OP 1800.00 OP

Street Address: Goldberg Kohn

55 East Monroe Street, 37th Floor

City: Chiago State: IL Zip: 60603

6. Total number of applications and registrations involved:

73

7. Total fee (37 CFR 3.41).....\$ 1,840.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Maisha Gibson

Name of Person Signing

Signature

12/12/02

Date

Total number of pages including cover sheet, attachments, and document:

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK REEL: 002627 FRAME: 0354

SCHEDULE I
to
TRADEMARK SECURITY AGREEMENT
TRADEMARK REGISTRATIONS

Grantor: Merit Industries Inc.

MARK: '01 EQUAL

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	1,850,787	8/23/94	74/437537	9/20/93

MARK: 3 BLIND MICE

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	2,554,997	4/2/02	76/045610	5/11/00

MARK: 11 UP

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	2,127,824	3/11/97	75/137235	7/22/96

MARK: 321 ZAP

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	2,059,380	5/6/97	75/121962	6/19/96

MARK: ASTRO JOE

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	2,574,469	5/28/02	76/121718	8/31/00

MARK: BOXXI

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	2,572,136	5/21/02	76/121717	8/31/00

MARK: BULL-BUSTER

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	1,388,938	4/8/86	73/557569	9/9/85

MARK: CHICKEN DRAW

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	1,296,470	9/18/84	73/440030	8/18/83

MARK: CHUG 21

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	2,444,548	4/17/01	76/049923	5/17/00

MARK: CRAZY HEARTS

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	2,610,477	8/20/02	76/121710	8/31/00

MARK: EQUAL DARTS

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	1,851,572	8/30/94	74/437539	9/20/93

MARK: EUCHRE NIGHTS

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	2,589,653	7/2/02	76/120291	8/31/00

MARK: GREAT SOLITAIRE

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	2,093,860	9/2/97	75/121964	6/19/96

MARK: HOOTER

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	2,558,005	4/9/02	76/049951	5/17/00

MARK: LOOK OUT

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	2,542,423	2/26/02	76/041587	2/26/02

MARK: MATCH 'EM UP

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
Canada	345,047	9/23/88	0575010	12/18/86

MARK: MAXX

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	2,489,988	8/23/99	75/783970	8/25/99

MARK: MAXX (& Design)

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	2,637,958	10/22/02	75/823665	10/15/99

MARK: MAXX CHAMPIONSHIP EDITION

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	2,500,095	10/23/01	76/103068	8/7/00

MARK: MEGA LINK

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	2,295,449	11/30/99	75/497878	6/8/98

MARK: MEGATOUCH

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	2,061411	5/13/97	75/121963	6/19/96
China	1429334	8/7/00		
Eur. Community	000359109	8/28/96		3/8/99
Hong Kong	B04010/2000	11/26/98	98/15995	11/26/98
Singapore	T98/12102G	12/3/98		
Taiwan	895594	7/1/00		

MARK: MEGATOUCH XL

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	2,299,614	12/14/99	75/497848	6/8/98

MARK: MERIT INDUSTRIES INC.

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
Japan	4559372	3/16/01	2000-15404	2/23/00
Taiwan	947820	7/1/01	(89) 09164	2/22/00

MARK: MII (& Design)

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	1,436,546	4/14/87	73/616253	8/22/86
China	1574596	5/21/01	2000019609	2/22/00
Japan	4459371	3/16/01	2000-15403	2/23/00
Taiwan	940214	5/1/01	(89) 09163	2/22/00
South Korea	303,175			

MARK: MONSTER MADNESS

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	2,438,660	3/27/01	76/047125	5/15/00

MARK: OUTER SPADES

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	2,580,074	6/11/02	76/121709	8/31/00

MARK: PARTY DARTS

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	1,258,707	11/22/83	73/401520	11/3/82

MARK: PHOTO HUNT

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	2,308,666	1/18/00	75/497882	6/8/98

MARK: PHRAZE CRAZE

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	1,414,355	10/21/86	73/592491	4/9/86
Canada	327894	5/22/87	562666	5/14/86

MARK: PILE HIGH

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	2,446,509	4/24/01	76/045923	5/11/00

MARK: PIT BOSS

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
Canada	291,046	5/18/84	0508918	9/6/83

MARK: PIX MIX

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	2,295,447	11/30/99	75/497844	6/8/98

MARK: POWER SOLITAIRE

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	2,447,909	5/1/01	76/045612	5/11/00

MARK: PUB TIME

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	1,390,035	4/15/86	73/558825	9/18/85

MARK: PUCK SHOT

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	2,572,851	5/28/02	76/049954	5/17/00

MARK: QUIK CELL

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	2,301,689	12/21/99	75/498727	6/8/98

MARK: QUIK MATCH

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	2,295,450	11/30/99	75/497880	6/8/98

MARK: QUINT-ZEE

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	2,295,448	11/30/99	75/497845	6/8/98

MARK: ROYAL FLASH

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	2,561,185	4/16/02	76/045611	5/11/00

MARK: RUN 21

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	2,055,424	4/22/97	75/121965	6/19/96

MARK: SNAP SHOT

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	2,570,815	5/21/02	76/049952	5/15/00

MARK: SOLO CHALLENGER

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	1,691,711	6/9/92	74/075559	7/5/90

MARK: SPOT CRICKET

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	2,081,362	7/22/97	75/130966	7/8/96

MARK: STRIP CLUB POKER

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	2,255,675	6/22/99	75/498989	6/8/98

MARK: TAI-PLAY

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	2,301,685	12/21/99	75/497881	6/8/98

MARK: THE PIT BOSS

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	1,323,426	3/5/85	73/440025	8/18/83

MARK: TIC TAC TRIVIA

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	1,415,133	10/28/86	73/569557	11/20/85

MARK: TOURNAMAXX

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	2,459,868	6/12/01	76/101609	8/3/00

MARK: TRITOWERS

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	2,071,940	6/17/97	75/148394	8/12/96

MARK: TRIVIA WHIZ

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	1,355,644	8/20/85	73/522950	2/19/85
France	1,330,400			
Germany	1,096,737			

MARK: WHIZ KIT

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
Canada	342,583	7/8/88	0543989	6/18/85

MARK: WILD APES

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	2,539,479	2/19/02	76/049927	5/17/00

MARK: WORLD SERIES OF DARTS (& Design)

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	1,542,638	6/6/89	73/737672	6/30/88

MARK: ZIP 21

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	2,484,865	9/4/01	76/049925	5/17/00

TRADEMARK APPLICATIONS**MARK: 11 BALL**

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States			76/041588	5/5/00

MARK: AIR SHOT

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States			76/041586	5/5/00

MARK: DOUBLE PLATINUM EDITION

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States			76/254958	5/10/01

MARK: E-MAXX

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States			75/939904	3/9/00

MARK: EMERALD EDITION

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States			76/347508	12/11/01

MARK: E-Z MAXX

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States			75/788782	8/20/99

MARK: FOXXI BOXXI

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States			76/120426	8/31/00

MARK: GENDER BENDER

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States			76/251563	5/4/01

MARK: HOOP JONES

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States			75/498990	6/8/98

MARK: MAXX CLASSIC

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States			76/213194	2/21/01

MARK: MAXX ELITE

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States			76/214026	2/21/01

MARK: MAXX SELECT

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States			76/214025	2/21/01

MARK: MEGANET

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States			76/378135	3/1/02

MARK: MEGATOUCH FORCE

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States			76/347456	12/11/01

MARK: MEGATOUCH MAXX DIAMOND EDITION

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States			76/213195	2/21/01

MARK: MEGATOUCH MAXX PLATINUM EDITION

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States			76/213465	2/21/01

MARK: MEGATOUCH MAXX RUBY EDITION

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States			76/441291	8/19/02

MARK: MEGA TUNES

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States			76/441382	8/19/02

MARK: MERIT INDUSTRIES, INC.

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
China			2000019608	2/22/00

MARK: MOON DROP

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States			76/120007	8/31/00

MARK: QUIZ SHOW

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States			76/120427	8/31/00

MARK: RADION

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States			76/347455	12/11/01

MARK: TITANIUM EDITION

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States			76/347457	12/11/01

MARK: VIBE

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States			76/416957	6/7/02

TRADEMARK LICENSES**MARK: CYCLONE***

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States			75/130965	7/8/96

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MARK: HURRICANE*

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	2,141,919	3/10/98	75/130963	7/8/96

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MARK: TYPHOON*

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	2,144,018	3/17/98	75/130964	7/8/96

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TRADEMARK SECURITY AGREEMENT

TRADEMARK SECURITY AGREEMENT, dated as of December 2, 2002, by MERIT INDUSTRIES INC., a Delaware corporation ("Grantor"), in favor of MADISON CAPITAL FUNDING LLC, in its capacity as Administrative Agent for Lenders.

W I T N E S S E T H:

WHEREAS, pursuant to that certain Credit Agreement dated as of the date hereof by and among Grantor, Administrative Agent, Dymas Capital Management Company, LLC, as syndication agent, and the Persons signatory thereto from time to time as Lenders (including all annexes, exhibits or schedules thereto, as from time to time amended, restated, supplemented or otherwise modified, the "Credit Agreement"), Lenders have agreed to make the Loans and to issue Letters of Credit for the benefit of Grantor;

WHEREAS, Administrative Agent and Lenders are willing to make the Loans and to issue Letters of Credit as provided for in the Credit Agreement, but only upon the condition, among others, that Grantor shall have executed and delivered to Administrative Agent, for itself and the ratable benefit of Lenders, that certain Guaranty and Collateral Agreement dated as of the date herewith (including all annexes, exhibits or schedules thereto, as from time to time amended, restated, supplemented or otherwise modified, the "Collateral Agreement");

WHEREAS, pursuant to the Collateral Agreement, Grantor is required to execute and deliver to Administrative Agent, for itself and the ratable benefit of Lenders, this Trademark Collateral Agreement;

NOW, THEREFORE, in consideration of the premises and mutual covenants herein contained and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Grantor hereby agrees as follows:

1. DEFINED TERMS. All capitalized terms used but not otherwise defined herein have the meanings given to them in Annex A thereto to the Credit Agreement.

2. GRANT OF SECURITY INTEREST IN TRADEMARK COLLATERAL. Grantor hereby grants to Administrative Agent, on behalf of itself and Lenders, a continuing (until all of the Obligations have been satisfied by payment in full, no Letter of Credit which is not fully cash collateralized in a manner reasonably acceptable to Administrative Agent is outstanding and the Commitments have been terminated) first priority security interest in all of Grantor's right, title and interest in, to and under the following, whether presently existing or hereafter created or acquired (collectively, the "Trademark Collateral"):

(a) all of its Trademarks and Trademark Licenses to which it is a party including those referred to on Schedule I hereto;

(b) all reissues, continuations or extensions of the foregoing;

(c) all goodwill of the business connected with the use of, and symbolized by, each Trademark and each Trademark License; and

(d) all products and proceeds of the foregoing, including, without limitation, any claim by Grantor against third parties for past, present or future (i) infringement or dilution of any Trademark or Trademark licensed under any Trademark License or (ii) injury to the goodwill associated with any Trademark or any Trademark licensed under any Trademark License.

3. COLLATERAL AGREEMENT. The security interests granted pursuant to this Trademark Security Agreement are granted in conjunction with the security interests granted to Administrative Agent, on behalf of itself and Lenders, pursuant to the Collateral Agreement. Grantor hereby acknowledges and affirms that the rights and remedies of Administrative Agent with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Collateral Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

[signature page follows]

IN WITNESS WHEREOF, Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

MERIT INDUSTRIES INC.

By Michael D.
Name Michael Santoni
Title Treas

ACCEPTED AND ACKNOWLEDGED BY:

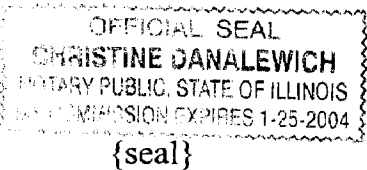
MADISON CAPITAL FUNDING LLC, as
Administrative Agent

By _____
Name _____
Title _____

ACKNOWLEDGMENT OF GRANTOR

STATE OF Illinois)
) SS
COUNTY OF Cook)

On this 2nd day of December, 2007 before me personally appeared Michael Santoni, proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of Merit Industries Inc., who being by me duly sworn did depose and say that he is an authorized officer of said corporation, that the said instrument was signed on behalf of said corporation as authorized by its Board of Directors and that he acknowledged said instrument to be the free act and deed of said corporation.



Christine Janalewich
Notary Public

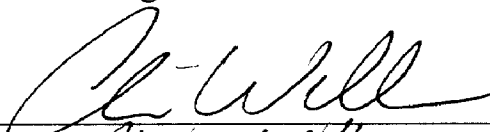
IN WITNESS WHEREOF, Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

MERIT INDUSTRIES INC.

By _____
Name _____
Title _____

ACCEPTED AND ACKNOWLEDGED BY:

MADISON CAPITAL FUNDING LLC, as
Administrative Agent

By 
Name Chris Williams
Title Managing Director

ACKNOWLEDGMENT OF GRANTOR

STATE OF _____)
) SS
COUNTY OF _____)

On this ____ day of _____, ____ before me personally appeared _____, proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of Merit Industries Inc., who being by me duly sworn did depose and say that he is an authorized officer of said corporation, that the said instrument was signed on behalf of said corporation as authorized by its Board of Directors and that he acknowledged said instrument to be the free act and deed of said corporation.

{seal}

Notary Public

SCHEDULE I
to
TRADEMARK SECURITY AGREEMENT
TRADEMARK REGISTRATIONS

Grantor: Merit Industries Inc.

MARK: '01 EQUAL

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	1,850,787	8/23/94	74/437537	9/20/93

MARK: 3 BLIND MICE

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	2,554,997	4/2/02	76/045610	5/11/00

MARK: 11 UP

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	2,127,824	3/11/97	75/137235	7/22/96

MARK: 321 ZAP

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	2,059,380	5/6/97	75/121962	6/19/96

MARK: ASTRO JOE

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	2,574,469	5/28/02	76/121718	8/31/00

MARK: BOXXI

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	2,572,136	5/21/02	76/121717	8/31/00

MARK: BULL-BUSTER

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	1,388,938	4/8/86	73/557569	9/9/85

MARK: CHICKEN DRAW

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	1,296,470	9/18/84	73/440030	8/18/83

MARK: CHUG 21

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	2,444,548	4/17/01	76/049923	5/17/00

MARK: CRAZY HEARTS

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	2,610,477	8/20/02	76/121710	8/31/00

MARK: EQUAL DARTS

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	1,851,572	8/30/94	74/437539	9/20/93

MARK: EUCHRE NIGHTS

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	2,589,653	7/2/02	76/120291	8/31/00

MARK: GREAT SOLITAIRE

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	2,093,860	9/2/97	75/121964	6/19/96

MARK: HOOTER

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	2,558,005	4/9/02	76/049951	5/17/00

MARK: LOOK OUT

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	2,542,423	2/26/02	76/041587	2/26/02

MARK: MATCH 'EM UP

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
Canada	345,047	9/23/88	0575010	12/18/86

MARK: MAXX

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	2,489,988	8/23/99	75/783970	8/25/99

MARK: MAXX (& Design)

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	2,637,958	10/22/02	75/823665	10/15/99

MARK: MAXX CHAMPIONSHIP EDITION

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	2,500,095	10/23/01	76/103068	8/7/00

MARK: MEGA LINK

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	2,295,449	11/30/99	75/497878	6/8/98

MARK: MEGATOUCH

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	2,061411	5/13/97	75/121963	6/19/96
China	1429334	8/7/00		
Eur. Community	000359109	8/28/96		3/8/99
Hong Kong	B04010/2000	11/26/98	98/15995	11/26/98
Singapore	T98/12102G	12/3/98		
Taiwan	895594	7/1/00		

MARK: MEGATOUCH XL

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	2,299,614	12/14/99	75/497848	6/8/98

MARK: MERIT INDUSTRIES INC.

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
Japan	4559372	3/16/01	2000-15404	2/23/00
Taiwan	947820	7/1/01	(89) 09164	2/22/00

MARK: MII (& Design)

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	1,436,546	4/14/87	73/616253	8/22/86
China	1574596	5/21/01	2000019609	2/22/00
Japan	4459371	3/16/01	2000-15403	2/23/00
Taiwan	940214	5/1/01	(89) 09163	2/22/00
South Korea	303,175			

MARK: MONSTER MADNESS

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	2,438,660	3/27/01	76/047125	5/15/00

MARK: OUTER SPADES

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	2,580,074	6/11/02	76/121709	8/31/00

MARK: PARTY DARTS

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	1,258,707	11/22/83	73/401520	11/3/82

MARK: PHOTO HUNT

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	2,308,666	1/18/00	75/497882	6/8/98

MARK: PHRAZE CRAZE

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	1,414,355	10/21/86	73/592491	4/9/86
Canada	327894	5/22/87	562666	5/14/86

MARK: PILE HIGH

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	2,446,509	4/24/01	76/045923	5/11/00

MARK: PIT BOSS

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
Canada	291,046	5/18/84	0508918	9/6/83

MARK: PIX MIX

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	2,295,447	11/30/99	75/497844	6/8/98

MARK: POWER SOLITAIRE

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	2,447,909	5/1/01	76/045612	5/11/00

MARK: PUB TIME

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	1,390,035	4/15/86	73/558825	9/18/85

MARK: PUCK SHOT

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	2,572,851	5/28/02	76/049954	5/17/00

MARK: QUIK CELL

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	2,301,689	12/21/99	75/498727	6/8/98

MARK: QUIK MATCH

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	2,295,450	11/30/99	75/497880	6/8/98

MARK: QUINT-ZEE

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	2,295,448	11/30/99	75/497845	6/8/98

MARK: ROYAL FLASH

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	2,561,185	4/16/02	76/045611	5/11/00

MARK: RUN 21

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	2,055,424	4/22/97	75/121965	6/19/96

MARK: SNAP SHOT

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	2,570,815	5/21/02	76/049952	5/15/00

MARK: SOLO CHALLENGER

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	1,691,711	6/9/92	74/075559	7/5/90

MARK: SPOT CRICKET

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	2,081,362	7/22/97	75/130966	7/8/96

MARK: STRIP CLUB POKER

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	2,255,675	6/22/99	75/498989	6/8/98

MARK: TAI-PLAY

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	2,301,685	12/21/99	75/497881	6/8/98

MARK: THE PIT BOSS

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	1,323,426	3/5/85	73/440025	8/18/83

MARK: TIC TAC TRIVIA

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	1,415,133	10/28/86	73/569557	11/20/85

MARK: TOURNAMAXX

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	2,459,868	6/12/01	76/101609	8/3/00

MARK: TRITOWERS

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	2,071,940	6/17/97	75/148394	8/12/96

MARK: TRIVIA WHIZ

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	1,355,644	8/20/85	73/522950	2/19/85
France	1,330,400			
Germany	1,096,737			

MARK: WHIZ KIT

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
Canada	342,583	7/8/88	0543989	6/18/85

MARK: WILD APES

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	2,539,479	2/19/02	76/049927	5/17/00

MARK: WORLD SERIES OF DARTS (& Design)

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	1,542,638	6/6/89	73/737672	6/30/88

MARK: ZIP 21

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	2,484,865	9/4/01	76/049925	5/17/00

TRADEMARK APPLICATIONS**MARK: 11 BALL**

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States			76/041588	5/5/00

MARK: AIR SHOT

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States			76/041586	5/5/00

MARK: DOUBLE PLATINUM EDITION

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States			76/254958	5/10/01

MARK: E-MAXX

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States			75/939904	3/9/00

MARK: EMERALD EDITION

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States			76/347508	12/11/01

MARK: E-Z MAXX

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States			75/788782	8/20/99

MARK: FOXXI BOXXI

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States			76/120426	8/31/00

MARK: GENDER BENDER

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States			76/251563	5/4/01

MARK: HOOP JONES

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States			75/498990	6/8/98

MARK: MAXX CLASSIC

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States			76/213194	2/21/01

MARK: MAXX ELITE

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States			76/214026	2/21/01

MARK: MAXX SELECT

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States			76/214025	2/21/01

MARK: MEGANET

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States			76/378135	3/1/02

MARK: MEGATOUCH FORCE

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States			76/347456	12/11/01

MARK: MEGATOUCH MAXX DIAMOND EDITION

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States			76/213195	2/21/01

MARK: MEGATOUCH MAXX PLATINUM EDITION

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States			76/213465	2/21/01

MARK: MEGATOUCH MAXX RUBY EDITION

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States			76/441291	8/19/02

MARK: MEGA TUNES

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States			76/441382	8/19/02

MARK: MERIT INDUSTRIES, INC.

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
China			2000019608	2/22/00

MARK: MOON DROP

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States			76/120007	8/31/00

MARK: QUIZ SHOW

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States			76/120427	8/31/00

MARK: RADION

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States			76/347455	12/11/01

MARK: TITANIUM EDITION

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States			76/347457	12/11/01

MARK: VIBE

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States			76/416957	6/7/02

TRADEMARK LICENSES**MARK: CYCLONE***

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States			75/130965	7/8/96

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MARK: HURRICANE*

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	2,141,919	3/10/98	75/130963	7/8/96

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MARK: TYPHOON*

<u>Country</u>	<u>Reg'n No.</u>	<u>Reg'n Date</u>	<u>Appl'n No.</u>	<u>Appl'n Date</u>
United States	2,144,018	3/17/98	75/130964	7/8/96

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