

business of the Debtor symbolized by the Marks, (vii) all Patents and Copyrights, and all reissues, renewals or extensions thereof, and all licenses to the extent that the terms thereof do not prohibit the assignment of, or granting of a security interest in, such license, (viii) all computer programs of the Debtor and all intellectual property rights therein and all other proprietary information of the Debtor, including, but not limited to, Trade Secrets, (ix) all other Goods, General Intangibles, Chattel Paper, Documents and Instruments (other than the Pledged Securities), and (x) all Proceeds and products of any and all of the foregoing (all of the above, collectively, the "Collateral").

The security interests of the Secured Party hereunder extend to all Collateral of the kind which is the subject of the Borrower Security Agreement dated as of November 16, 1995 among American Marketing Industries Inc. and Bankers Trust Company (the "Agreement"), which the Debtor may acquire at any time during the continuation of the Agreement pursuant to which this Financing Statement is filed.

The following terms shall have the meanings herein specified. Such definitions shall be equally applicable to the singular and plural forms of the terms defined.

"Cash Collateral Account" shall mean a non-interest bearing cash collateral account maintained with the Collateral Agent for the benefit of the Secured Creditors (as defined in the Agreement).

"Chattel Paper" shall have the meaning provided in the Uniform Commercial Code as in effect on the date hereof in the State of New York.

"Contract Rights" shall mean all rights of the Debtor (including, without limitation, all rights to payment) under each Contract.

"Contracts" shall mean all contracts between the Debtor and one or more additional parties (including, without limitation, (i) each partnership agreement to which the Debtor is a party and (ii) any interest rate protection or other hedging agreements), but excluding licenses to the extent that the terms thereof prohibit the assignment of, or granting of a security interest in, such licenses.