

MRD 8-3-98

08-07-1998

FORM PTO-1594 (Rev. 6-96)

RE

SHEET

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

OMB No. 0651-0011 (exp. 4/94)

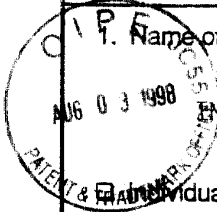


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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.



1. Name of conveying party(ies):

ENAGEMAX, INC.

Individual(s)

Association

General Partnership

Limited Partnership

Corporation-State PA

Other

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

3. Nature of conveyance:

Assignment

Merger

Security Agreement

Change of Name

Other COLLATERAL AGREEMENT

Execution Date: 4-30-98

2. Name and address of receiving party(ies)

Name: CORESTATES BANK, N.A.

Internal Address:

Street Address: BROAD AND CHESTNUT STREETS

City: PHILADELPHIA State: PA ZIP: 19101

Individual(s) citizenship

Association

General Partnership

Limited Partnership

Corporation-State PA

Other

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 patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

75/242,350 2,132,933

Additional numbers attached? Yes No

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

Name: AMY BRADY/CSC

Internal Address: 912680/LJP

Street Address: 80 STATE STREET, 6TH FLOOR

City: ALBANY State: NY ZIP: 12207

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 65.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.

AMY BRADY

Name of Person Signing

Amy Brady

Signature

31-98

Date

Total number of pages including cover sheet, attachments and document

5

NOTICE OF TRADEMARK COLLATERAL AGREEMENT

NOTICE dated as of April 30, 1998 by IMAGEMAX, INC, a Pennsylvania corporation ("Assignor"), having an address at 1100 Hector Street, Suite 396, Conshohocken, Pennsylvania 19428, to and in favor of CORESTATES BANK, N.A., having offices at Broad and Chestnut Streets, Philadelphia, Pennsylvania, 19101, for itself and as Agent ("Assignee") for certain Banks (the "Banks") under a certain Credit Agreement of even date herewith among Assignor, certain of its subsidiaries, the Assignee and the Banks (as amended, the "Credit Agreement").

WHEREAS, Assignor is the owner of certain United States Trademarks as listed on Exhibit I hereto; and

WHEREAS, the Banks have agreed to extend certain credit to the Assignor and certain subsidiaries under the Credit Agreement on condition that the Assignor pledge and grant to Assignee as collateral for the Obligations under the Credit Agreement a security interest and lien in and to such Trademarks and all applications therefor described above, including the registrations thereof, the goodwill associated therewith and all other related claims and rights as more fully described in a certain Trademark Collateral Agreement in favor of the Assignee (the "Marks");

NOW THEREFORE, for good and valuable consideration, as security for the due and timely payment and performance of the Obligations, Assignor hereby pledges and grants and collaterally assigns to Assignee for itself and as Agent for the other Banks a security interest and lien in and to all its rights, title and interest in and to the aforesaid Marks, and gives notice of

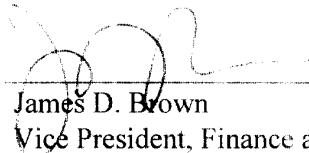
such security interest and the existence of such Trademark Collateral Agreement providing therefor.

Executed as of the date first above written.

ATTEST:

IMAGEMAX, INC.

By:


James D. Brown
Vice President, Finance and
Chief Financial Officer

COMMONWEALTH OF PENNSYLVANIA :
 : SS.
COUNTY OF PHILADELPHIA :

Before me, the aforesaid, a Notary Public in and for the state and county aforesaid, on this 30th day of April, 1998 personally appeared James D. Brown to me known personally, and who, being first by me duly sworn, depose and say that he is the Vice President of Finance and Chief Financial Officer of IMAGEMAX, INC., a Pennsylvania corporation, and that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and that they acknowledged said instrument to be the free act and deed of said corporation.

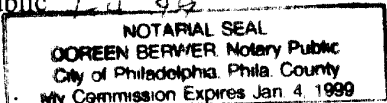
Joan Owen
Notary Public 1-4-99

My Commission Expires.

EXHIBIT I

<u>Owner</u>	<u>Trademark</u>	<u>Status</u>	<u>Jurisdiction</u>	<u>Serial/Reg. No.</u>	<u>Date</u>
ImageMax, Inc	FILETRAC	Pending	U.S.	75/242,350	2/13/97
ImageMax, Inc	CDFILE	(Application Not Yet Filed)			
ImageMax, Inc	INTELLECT	Registered	U.S.	2,132,933	1/27/98