

REC

09-09-1998

SHEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

08-18-1998

U.S. Patent & TMO's/TM Mail Rpt Dt #58



100824385

attached original documents or copy thereof.

to the honorable Commissioner of Pa.

1. Name of conveying party(ies):

Glenn Rothman
535 Worcester
Wellesley, MA 02181

MED
8/18/98

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: July 28, 1998

2. Name and address of receiving party(ies)

Name: USTrust

Internal Address:

Street Address: 30 Court St.

City: Boston State: MA ZIP: 02108

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

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)

2,119,886

Additional numbers attached? Yes No

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

Name: Donald H. Siegel, P.C.

Internal Address: Posternak, Blankstein & Lund

100 Charles River Plaza

Boston, MA 02114

Street Address:

City: State: ZIP:

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00

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

09/08/1998 INVENTEN 00000063 2119886

Statement and signature. 40.00 DP

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.

Donald H. Siegel, P.C.
Name of Person Signing

Signature

7/28/98

Date

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with serial number

TRADEMARK
REEL: 1784 FRAME: 0492

NOTICE OF SECURITY INTEREST IN TRADEMARKS

WHEREAS, Glenn Rothman of 535 Worcester Street, Wellesley, MA 02181 (the "Guarantor") and USTrust, with a principal place of business at 30 Court Street, Boston, MA 02108 (the "Bank") have entered into a Security Agreement (Trademarks) dated as of July 28th, 1998 (the "Trademark Security Agreement") to secure the Guarantor's obligation to the Bank under two Guaranties dated February 9, 1993 and June 28, 1996 (the "Guaranties");

WHEREAS, the Guarantor is the owner and user of the trademarks listed on Schedule I hereto and identified in said Trademark Security Agreement (the "Trademarks");

WHEREAS, among the security interests granted by the Guarantor to the Bank pursuant to the Trademark Security Agreement is a security interest in the general intangibles of the Guarantor, including, without limitation, each of the Trademarks listed on Schedule I hereto, together with the goodwill of the business associated with and symbolized by such Trademarks; and

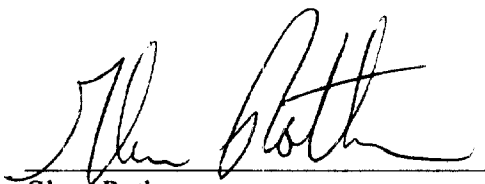
WHEREAS, the Guarantor and Bank contemplate and intend that, upon exercise by the Bank of any of its rights and remedies under the Guaranties, the Bank shall have all rights of the Guarantor in and to the Trademarks and the goodwill of the business of the Guarantor associated with and symbolized by the Trademarks as may be necessary or proper in order to enable the Bank, as foreclosing secured party, to continue such business of the Guarantor or, following such foreclosure, to transfer to a purchaser all such rights as may be necessary or proper to enable such purchaser to continue such business of the Guarantor;

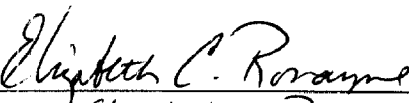
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties reconfirm the terms of each of the Trademark Security Agreement, as if set forth fully herein, and acknowledge that the Bank has a security interest in the Trademarks listed on Schedule I hereto, together with the goodwill of the business associated with and symbolized by such Trademarks; the Guarantor hereby collaterally assigns to the Bank, as security for the Obligations (as defined in the Trademark Security Agreement), all of the Guarantor's right, title and interest in and to said Trademarks and the goodwill of the business associated therewith; the Guarantor agrees that he will not sell, assign or encumber any of the Trademarks without the prior written consent of the Bank; and the Guarantor and the Bank request that the Commissioner of Patents and Trademarks record this document with respect to the Trademarks.

The Guarantor hereby appoints the Bank as the Guarantor's attorney-in-fact (with full power of substitution and resubstitution) with the power and authority, upon the exercise by the Bank of any of its rights and remedies under the Guaranties, to execute

and deliver, in the name of and on behalf of the Guarantor, and to cause the recording of all such further assignments and other instruments as the Bank may deem necessary or desirable in order to carry out the intent of the Trademark Security Agreement and this Notice of Security Interest in Trademarks. The Guarantor agrees that all third parties may conclusively rely on any such further assignment or other instrument so executed, delivered and recorded by the Bank (or the Bank's designee in accordance with the terms hereof) and on the statements made therein.

UStrust


Glenn Rothman

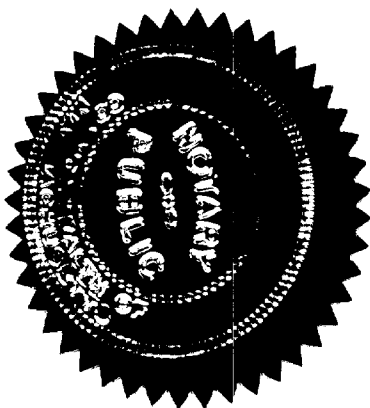
By: 
Name: Elizabeth C. Ronayne
Title: Vice President

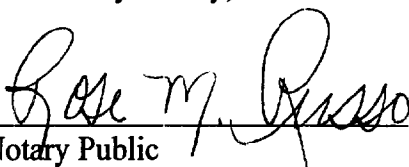
ACKNOWLEDGMENT

STATE OF MASSACHUSETTS)
) ss.
COUNTY OF SUFFOLK)

Then personally appeared before me the above-named Glen Rothman, and stated that he executed the foregoing instrument and acknowledged the foregoing to be his free act and deed.

WITNESS my hand and seal this 28th day of July, 1998.




Notary Public
My commission expires:
ROSE M. RUSSO, Notary Public
My Commission Expires July 1, 1999

SCHEDULE I

to

Notice of Security Interest in Trademarks between Glenn Rothman (“Guarantor”) and
UStTrust (“Bank”) dated July 28th, 1998.

TRADEMARK REGISTRATIONS

<u>Registration No.</u>	<u>Country</u>	<u>Mark</u>
2,119,886	USA	Hearts on Fire