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FORM PTO-1594
1-31-92



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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Tab numbers 000

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

1. Name of conveying party(ies):
White Directory Publishers, Inc.

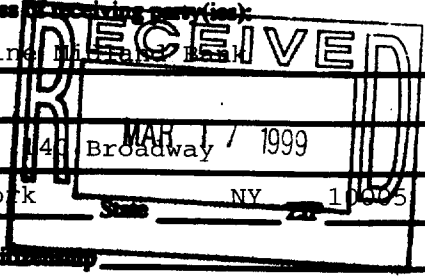
Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State New York
 Other _____

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

2. Name and address of receiving party(ies):
Name: Marine Midland Bank
Internal Address: _____
Street Address: 147 Broadway / 1999
City: New York State NY ZIP: 10005

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State New York
 Other _____

If assignee is not domiciled in the United States, a domestic rep. tentative designation is attached: Yes No
 (Designation must be a separate document from Assignment)
 Additional name(s) & address(es) attached? Yes No



3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other Grant of security interest

Execution Date: 3/10/99

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
 See Exhibit A attached hereto
 Additional numbers attached? Yes No

B. Trademark registration No.(s)
 See Exhibit A attached hereto
 Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Phillips, Lytle, Hitchcock, Blaine & Huber LLP
 Name: _____
 Internal Address: Attn: Christopher G. Dorman
 Street Address: 437 Madison Avenue
 City: New York State NY ZIP 10022

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41): \$ 140.00
 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.
 Paul V. O'Brien 3/16/99
 Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 2

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

Do not detach this portion

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

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 100.00 DP

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-0011), Washington, D.C. 20503

03/19/1999 DMB:YEH 00000147 1996500
01 FC:481
02 FC:482

TRADEMARK

REEL: 1871 FRAME: 0433

EXHIBIT A

TRADEMARKS

<u>Trademark</u>	<u>Req. No.</u>	<u>Date Req.</u>
1. THE TALKING PHONE BOOK	1,996,500	8/27/96
2. ELECTRONIC TALKING PHONE BOOK	2,151,400	4/14/98
3. Miscellaneous Design	1,835,656	5/10/94
4. THE TALKING PHONEBOOK	1,727,456	10/27/92

APPLICATIONS


<u>Trademark Application</u>	<u>Application Number</u>	<u>Application Date</u>
1. THE TALKING PHONEBOOK and design	75/252,348	3/3/97

NOTICE OF SECURITY INTEREST

Notice is hereby given that WHITE DIRECTORY PUBLISHERS, INC., a New York corporation with an address at 1945 Sheridan Drive, Tonawanda, New York 14223 ("Debtor") has granted a security interest to Marine Midland Bank with its principal place of business located at 140 Broadway, New York, New York 10005 ("Secured Party"), in and to all of its trademarks, including, without limitation, the trademarks listed on Exhibit A and the applications and registrations associated therewith, pursuant to an agreement between Debtor and Secured Party dated of even date herewith and as the same may be amended or supplemented from time to time.

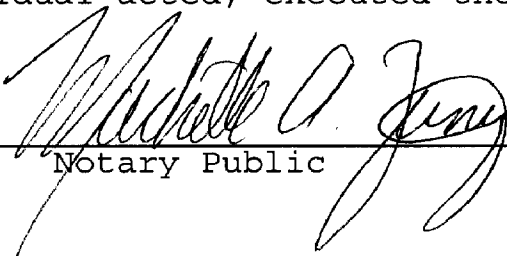
Dated: March 10, 1999

WHITE DIRECTORY PUBLISHERS, INC.

By 
Richard D. Lewis, President

STATE OF NEW YORK)
) ss.:
COUNTY OF ERIE)

On the 10th of March in the year 1999, before me, the undersigned, personally appeared Richard D. Lewis, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.


Notary Public

MICHELLE A ZUNIGA
Notary Public, State of New York
Qualified in Erie County
My Commission Expires 03/02/2000

Exhibit A

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