

05-07-1999

REC  
MRD 5-3-99



ET

Attorney Docket No. 030990-017

To the Honorable Commissioner of Patents

101031722

original documents or copy thereof.

1. Name of conveying party(ies):

C.I.T. Corporation

- Individual(s)
- General Partnership
- Corporation - NEW YORK
- Association
- Limited Partnership

Other: \_\_\_\_\_

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Merger
- Change of Name

Other: Termination and Release of Lien on Collateral Assignment of Trademarks and Copyrights

Execution Date: April 23, 1999

2. Name and address of receiving party(ies):

Name: Paramount Cards Inc.

Address: 400 Pine Street

Pawtucket, Rhode Island 02860

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation -RHODE ISLAND
- Other:

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No

(Designation 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)

1208303	1119634	0942002	0727727
1148010	1122357	0856028	
1135124	1111781	0749439	

Additional numbers attached?  Yes  No

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

Name: B. Parker Livingston, Jr.

Address: Burns, Doane, Swecker & Mathis, L.L.P.

Post Office Box 1404

Alexandria, Virginia 22313-1404

6. Total number of applications and registrations involved: 10

7. Total fee (37 CFR 3.41): \$ 265

- Enclosed
- Authorized to be charged to deposit account, if necessary

8. Deposit account number:

02-4800

(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.

B. Parker Livingston, Jr.  
Name of Person Signing

[Signature]  
Signature

5/3/99  
Date

Total number of pages including cover sheet, attachments, and document: 9

# Continuation

1. Name of conveying party(ies):

C.I.T. Financial Corporation  
Corporation - DELAWARE

BankBoston N.A.  
successor by merger to Rhode Island Hospital Trust National Bank  
Other: National Banking Association

**TERMINATION AND RELEASE OF LIEN ON  
COLLATERAL ASSIGNMENT OF TRADEMARKS AND COPYRIGHTS**

WHEREAS PARAMOUNT CARDS INC., a Rhode Island corporation with its principle office located at 400 Pine Street, Pawtucket, Rhode Island 02860, U.S.A. ("ASSIGNOR") and C.I.T. CORPORATION, a New York corporation having a mailing address at 135 West 50<sup>th</sup> Street, New York, New York 10020, U.S.A. ("CIT"), C.I.T. FINANCIAL CORPORATION, a Delaware corporation having a mailing address at 650 C.I.T. Drive, Livingston, New Jersey 07039 ("CIT Delaware"), and BANKBOSTON, N.A., a national banking association having a mailing address at One BankBoston Plaza, Providence, Rhode Island 02903, U.S.A., successor by merger to Rhode Island Hospital Trust National Bank ("BKB"), as Trustee under the Trust Indenture dated as of November 29, 1983 between Rhode Island Industrial Facilities Corporation ("RIIFC") and BKB (CIT, CIT Delaware and BKB are collectively hereinafter called the "LENDERS") entered into an Intercreditor Agreement dated as of November 29, 1983 (the "Intercreditor Agreement") and a Collateral Assignment of Trademarks and Copyrights dated November 29, 1983 (the "Collateral Assignment").

Pursuant to the Collateral Agreement, ASSIGNOR granted to the LENDERS a security interest in and lien on (the "Security Interest") certain Collateral (as defined and specified in numbered paragraph 2 on page 2 of the Collateral Agreement), including, without limitation, the trademarks and U.S. trademark registrations shown in the attached **Schedule A** (the "Trademarks"), and the copyrights and U.S. copyright registrations shown in the attached **Schedule B** (the "Copyrights");

WHEREAS, ASSIGNOR granted the Security Interest to the LENDERS in order to secure the complete and timely payment and performance by ASSIGNOR of certain Obligations (as defined in the Collateral Agreement and the Intercreditor Agreement);

AND WHEREAS, GRANTOR has satisfied all of the Obligations in full and has fully performed its covenants and undertakings under the Collateral Agreement;

NOW THEREFORE, in consideration of the foregoing and intending to legally bound, LENDERS hereby release and terminate the Security Interest and waive and relinquish all rights, powers, privileges and remedies with respect to ASSIGNOR, its successors and assigns, under the Security Agreement, hereby sells, assigns, transfers and sets over to ASSIGNOR and its successors and assigns any right, title or interest in or to the Collateral, including without limitation, all rights in and to the Trademarks and Copyrights and any Collateral ASSIGNOR may have acquired, and hereby releases ASSIGNOR, its successors and assigns from all covenants, obligations, liabilities and warranties under the Security Agreement.

Dated:

C.I.T. CORPORATION

By:

  
John Fall  
Senior Vice President, General  
Counsel and Secretary

STATE OF *New Jersey* )  
 )  
COUNTY OF *Essex* ) ss.

On the 23<sup>rd</sup> day of April, 1999, before me personally came \_\_\_\_\_  
John Fall to me known, who did depose and say that he/she is \_\_\_\_\_  
Senior Vice President of C.I.T. CORPORATION, a New York corporation  
described in the foregoing instrument and is authorized to execute the foregoing  
instrument on behalf of C.I.T. CORPORATION.

Suzanne L. Brophy  
Notary Public  
SUZANNE L. BROPHY  
NOTARY PUBLIC OF NEW JERSEY  
MY COMMISSION EXPIRES OCT. 21, 2003

Dated: C.I.T. FINANCIAL CORPORATION

By: James P. Shanahan  
James Shanahan  
Senior Compliance Officer and  
Associate General Counsel

STATE OF *New Jersey* )  
 )  
COUNTY OF *Essex* ) ss.

On the 23<sup>rd</sup> day of April, 1999, before me personally came \_\_\_\_\_  
James P. Shanahan to me known, who did depose and say that he/she is \_\_\_\_\_  
Senior Compliance Officer and  
Associate General Counsel of C.I.T. FINANCIAL CORPORATION, a Delaware  
corporation described in the foregoing instrument and is authorized to execute the  
foregoing instrument on behalf of C.I.T. FINANCIAL CORPORATION.

Suzanne L. Brophy  
Notary Public  
SUZANNE L. BROPHY  
NOTARY PUBLIC OF NEW JERSEY  
MY COMMISSION EXPIRES OCT. 21, 2003

Dated:

BANKBOSTON, N.A., Trustee

By:

David A. Clopeck  
Name: DAVID A. CLOPECK  
Title: VICE PRESIDENT

STATE OF )

)

ss.

COUNTY OF )

)

On the 29 day of APRIL, 1999, before me personally came \_\_\_\_\_  
DAVID A. CLOPECK to me known, who did depose and say that he/she is \_\_\_\_\_  
VICE PRESIDENT of BANKBOSTON, N.A., a national banking association  
described in the foregoing instrument as Trustee under the Trust Indenture dated as of  
November 29, 1983, between Rhode Island Industrial Facilities Corporation and Rhode  
Island Hospital Trust, and is authorized to execute the foregoing instrument on behalf  
of BANKBOSTON, N.A.

Barbara J. Thomas  
Notary Public

BARBARA J. THOMAS  
Notary Public  
My Commission Expires Dec. 21, 2002

**Schedule A**  
**U.S. Trademarks**

**Registrations:**

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
WORDS FROM THE HEART (stylized)	1,208,303	September 14, 1982
FROM THE HEART	1,148,010	March 3, 1981
PARAFILM	1,135,124	May 13, 1980
POLLY PATCHES (stylized)	1,119,634	June 5, 1979
IMAGES (stylized)	1,122,357	July 17, 1979
MOMENTS SHARED	1,111,781	January 23, 1979
PHOTOGRAM & Design	942,002	August 29, 1972
PARACHROME & Design	856,028	September 3, 1968
PARAMOUNT	749,439	May 14, 1963
CONTINENTAL	727,727	February 20, 1962

**Schedule B**  
**U.S. Copyrights**

<u>Title</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
7226-72ED "Too Much Sex"	K 126321	May 16, 1973
60-2661	K 117820	November 13, 1974
50-2584	K 117819	May 9, 1975
50-2616	K 116133	August 18, 1972
50-2373	K 116132	February 27, 1973
50-2471	K 116131	May 12, 1972
50-2611	K 116130	May 12, 1972
50-718	K 116129	May 14, 1971
50-257	K 116128	August 30, 1974
50-2190	K 114701	February 22, 1974
50-2659	K 114700	November 16, 1973
50-796A	K 114699	November 16, 1973
50-2569	K 114698	August 10, 1963
50-2182	K 114697	August 10, 1973
50-2498	K 114696	August 30, 1974
50-2417	K 114695	May 22, 1974
50-2012	K 114694	December 8, 1972
75-565	K 114693	December 8, 1972
50V6385-14-10	K 114692	May 6, 1972
50-2015	K 114691	May 16, 1973
100-2606	K 113363	May 16, 1975
50-2412	K 113358	August 10, 1973
50-2625	K 113357	December 8, 1972
50-2670	K 113356	August 30, 1974
15-972	K 113355	February 22, 1974
75-2605	K 113354	August 30, 1974
60-2555	K 113084	May 2, 1975
50-2579	K 113083	November 1, 1974
50-2642	K 113082	March 16, 1973
50E6369	K 113081	June 15, 1975
60-2358	K 113080	May 2, 1975
50-2040	K 113079	November 1, 1974