

05-18-1999

FORM PTO-1694  
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RECORD  
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U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

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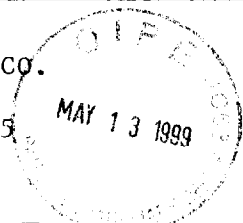
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*MHA*  
*5-13-99*

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

1. Name of conveying party(ies):

SUSQUEHANNA PFALTZGRAFF CO.  
140 EAST MARKET STREET  
YORK, PENNSYLVANIA 17405



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

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

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

Name: FIRST UNION NATIONAL BANK

Internal Address: \_\_\_\_\_

Street Address: 1 SOUTH PENN SQUARE

City: PHILADELPHIA State: PA ZIP: 19101

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other A NATIONAL BANKING ASSOCIATION

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

3. Nature of conveyance:

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

Execution Date: MAY 12, 1999

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark registration No.(s)

Reg. No. 1,122,039

Reg. No. 1,368,191

Additional numbers attached?  Yes  No

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

Name: AMY E. CARROLL, ESQ.

Internal Address: \_\_\_\_\_

Street Address: DRINKER BIDDLE & REATH LLP

1500 K STREET, N.W. - SUITE 1100

City: WASHINGTON State: DC ZIP: 20005

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)

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01 FC:481  
02 FC:482

40.00 OP  
25.00 OP

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 E. -CARROLL  
Name of Person Signing

*Amy E. Carroll*  
Signature

May 13, 1999  
Date

Total number of pages comprising cover sheet: \_\_\_\_\_

5

TRADEMARK  
REEL: 001897 FRAME: 0509

TRADEMARK COLLATERAL AGREEMENT AND NOTICE

TRADEMARK COLLATERAL AGREEMENT AND NOTICE dated as of May 12, 1999 by SUSQUEHANNA PFALTZGRAFF CO., a Delaware corporation ("Assignor"), having an address at 140 East Market Street, York, Pennsylvania, 17405, to and in favor of FIRST UNION NATIONAL BANK, having offices at 1 South Penn Square, Philadelphia, Pennsylvania, 19101, for itself and as Agent ("Assignee") for certain secured parties (the "Senior Secured Parties") under a certain Credit Agreement of even date herewith among Susquehanna Media Co. (the "Borrower"), the Assignee and certain lenders and issuers of letters of credit (the "Lenders") (as amended, the "Credit Agreement").

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

WHEREAS, the Lenders have agreed to extend certain credit to the Borrower and certain subsidiaries under the Credit Agreement on condition that the Assignor pledge and grant to Assignee as collateral for the Senior Secured Obligations (as defined in the Credit Agreement) 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 Senior Secured Obligations, Assignor hereby pledges and grants to Assignee for itself and as Agent for the other Senior Secured Parties a security

interest and lien 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.

SUSQUEHANNA PFALTZGRAFF CO.

By: 

Craig W. Bremer, Secretary

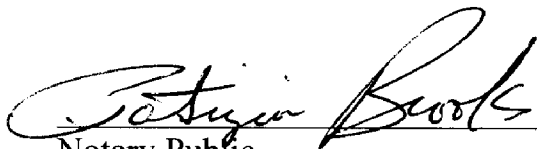
**EXHIBIT I**

**to Trademark Collateral Agreement and Notice**

<b>Trademark</b>	<b>Registration Number</b>	<b>Registration Date</b>
Operation Snowflake®	1,122,039	July 10, 1979
WARM®	1,368,191	October 29, 1985

COMMONWEALTH OF PENNSYLVANIA :  
 : SS.  
COUNTY OF PHILADELPHIA :

Before me, the undersigned, a Notary Public in and for the state and county aforesaid, on this 12<sup>th</sup> day of MAY, 1999, personally appeared CRAIG W. BREMER, to me known personally, and who, being first by me duly sworn, depose and say that he is the Secretary, respectively of Susquehanna Pfaltzgraff Co., and that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed 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.

  
Notary Public

My Commission Expires:

