

08-03-1999

MMA 7-30-99

Form PTO-1594
1-31-92

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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of

101108307

Attached original documents or copy thereof.

1. Name of conveying party(ies):

InterExchange, Inc.

- ☐ Individuals
☐ General Partnership -
☒ Corporation-State - Delaware
☐ Other
- ☐ Association
☐ Limited Partnership

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

3. Nature of conveyance:

- ☐ Assignment
☒ Security Interest
☐ Other
- ☐ Merger
☐ Change of Name

Execution Date: May 10, 1999

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

A. Trademark Application No.(s)

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

Name: Bankers Trust Company

Internal Address: _____

Street Address: One Bankers Trust Plaza, 130 Liberty StreetCity: New York State: New York ZIP: 10006☐ Individual(s) citizenship _____☐ Association _____☐ General Partnership _____☐ Limited Partnership _____☒ Corporation- New York☐ 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

Trademark Registration No.(s)\

2,199,322Additional numbers attached? ☐ Yes ☒ No

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

Name: Brian Jaenicke, Legal AssistantInternal Address: White & Case LLPStreet Address: 115 Avenue of the AmericasCity: New York State: NY ZIP: 10036

6. Total number of applications and registration involved

1

7. Total fee (37 CFR 3.41): \$ 40.00☒ Enclosed☒ Authorized to be charged to deposit account, in case of deficiency

8. Deposit account number:

(23-1705 in case of deficiency)

(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.*Brian T. Jaenicke

Name of Person Signing

Signature

Date

Total number of pages comprising cover sheet:

1

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

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.

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TRADEMARK
 REEL: 001938 FRAME: 0179

**ASSIGNMENT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, InterExchange, Inc., a Delaware corporation (the "Assignor") with principal offices at 190 Main Street, Hackensack, New Jersey 07601, hereby assigns and grants to Bankers Trust Company, as Collateral Agent, with principal offices at One Bankers Trust Plaza, 130 Liberty Street, New York, New York 10006 (the "Assignee"), a security interest in (i) all of the Assignor's right, title and interest in and to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, together with (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS ASSIGNMENT is made to secure the satisfactory performance and payment of all the Obligations of the Assignor, as such term is defined in the Security Agreement among the Assignor, the other assignors from time to time party thereto and the Assignee, dated as of May 10, 1999 (as amended from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Assignee shall, upon such satisfaction, execute, acknowledge, and deliver to the Assignor an instrument in writing releasing the security interest in the Marks acquired under this Assignment.

This Assignment has been granted in conjunction with the security interest granted to the Assignee under the Security Agreement. The rights and remedies of the Assignee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of

this Assignment are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

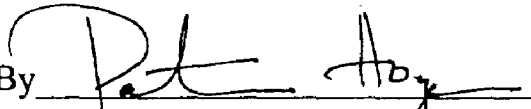
* * *

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of
the 10th day of May, 1999.

INTEREXCHANGE, INC., Assignor

By Karen B. Tinsley
Name:
Title:

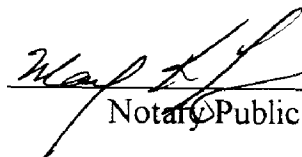
BANKERS TRUST COMPANY,
as Collateral Agent and Assignee

By 
Name:
Title:

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

On this 10th day of May, 1999, before me personally came _____

Kathleen B. Timko who, being by me duly sworn, did state as follows: that she is
Chairman of
the Board of InterExchange, Inc., that he is authorized to execute the foregoing
Assignment on behalf of said corporation and that he did so by authority of the Board of
Directors of said corporation.



Notary Public

MAY KAREN YIP
Notary Public, State of New York
No. 01Y16009063
Qualified in New York County
Commission Expires June 22, 2000

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

On this 10th day of May, 1999, before me personally came Patricia
Hogan who, being by me duly sworn, did state as follows: that she is
_____ of Bankers Trust Company that she is authorized to execute the foregoing
Assignment on behalf of said corporation and that she did so by authority of the Board of
Directors of said corporation.

Claudine Columbus
Notary Public

CLAUDINE COLUMBRES
Notary Public, State of New York
No. 01003011291
Qualified in Westchester County
Certificate Filed in New York County
Commission Expires Aug. 3, 2000

SCHEDULE A

MARK

REG. NO.

REG. DATE

IX DESIGN

2199322

10/27/98