

09-10-1999

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**CORDATION FORM COVER SHEET
TRADEMARKS ONLY**

U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies)

ORGANIC MEDIA, INC.

- Individual(s)
- General Partnership
- Corporation-State **Delaware Corporation**
- Association
- Limited Partnership
- Other
- Additional name(s) of conveying party(ies) attached?
 - Yes No

MRO 9-9-99

2. Name and address of receiving party(ies)

Name: **OMNICOM GROUP INC.**

Internal Address:

Street Address: **437 Madison Avenue**

City: **NY** State: **NY** Zip: **10022**

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

3. Nature of conveyance:

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

Execution Date:

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

A. Trademark Application No.(s) **75/523,524 and 75/523,194**

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Name: **DAVID RUBIN, ESQ.**

Internal Address: **JONES, DAY, REAVIS, & POGUE**

Street Address: **599 Lexington Avenue**

City: **New York** State: **New York** Zip: **10022**

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 # **10-1202**

8. Deposit account number: **10-1202**
(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.

DAVID RUBIN (Reg. No. 40,314)

Name of Person Signing

Signature

AUGUST 31, 1999

Date

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

09/09/1999 #10111 00000313 101202 75523524

Do not detach this portion

01 FC:481 40.00 CH
02 FC:482 25.00 CH

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.

ASSIGNMENT FOR SECURITY (TRADEMARKS)

WHEREAS, ORGANIC MEDIA, INC., a Delaware corporation, located at 71 West 23rd Street, 14th Floor, New York, NY 10010 (the "Company"), has adopted, used and is using the marks shown on Schedule A attached hereto, which are the subject of the applications for registration of U.S. trademarks shown on such Schedule A (the "Marks"); and

WHEREAS, the Company is obligated to OMNICOM GROUP INC., a New York corporation located at 437 Madison Avenue, New York, NY 10022 (the "Lender"), pursuant to (i) a Guaranty and Security Agreement dated as of August 27, 1999 among Organic, Inc., the Company, and the Lender; and (ii) certain other agreements and instruments executed in connection with the foregoing (together, as the same may be amended from time to time, the "Agreements"); and

WHEREAS, pursuant to the Agreements, the Company is granting to the Lender a security interest in and to the Marks, the good will of the business symbolized by the Marks, and the registrations and applications for registration thereof;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Company does hereby assign unto the Lender and grants to the Lender a security interest in and to the Marks, together with the good will of the businesses symbolized by each of the Marks, and the registrations and applications for registration thereof, which assignment and security interest shall secure all the Secured Obligations (as defined in the above-referenced Guaranty and Security Agreement) and in accordance with the terms and provisions thereof.

The Lender expressly acknowledges and affirms that its rights and remedies with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: August 27, 1999

ORGANIC MEDIA, INC.

By: *Ara Field*

Title: *EVP + CFO*

TRADEMARKS SCHEDULE A

<u>Mark Name</u>	<u>Appln. No.</u>	<u>Appln. Date</u>	<u>Status</u>	<u>Country</u>
ORGANIC MEDIA	75/523,524	July 22, 1998	Application Pending	United States
ORGANIC MEDIA AND DESIGN	75/523,194	July 22, 1998	Application Pending	United States

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

STATE OF CALIFORNIA

CITY AND COUNTY OF SAN FRANCISCO

On Aug 27, 1999, before me, Kathleen A. Johnstone
(Name and Title of Officer)

personally appeared Susan Field

personally known to me -or- proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Kathleen A. Johnstone
Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: _____

Document Date: _____ Number of Pages: _____

Signer(s) Other Than Named Above: _____

CAPACITY(IES) CLAIMED BY SIGNER(S)

Signer's Name: _____

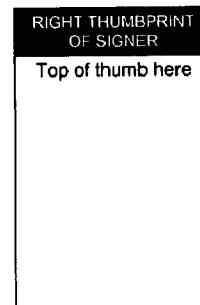
- Individual
- Corporate Officer
Title: _____
- Partner – Limited General
- Attorney-in-Fact
- Trustee
- Guardian or Conservator
- Other: _____



Signer is representing:
Name of Person(s) or Entity(ies)

Signer's Name: _____

- Individual
- Corporate Officer
Title: _____
- Partner – Limited General
- Attorney-in-Fact
- Trustee
- Guardian or Conservator
- Other: _____



Signer is representing:
Name of Person(s) or Entity(ies)

