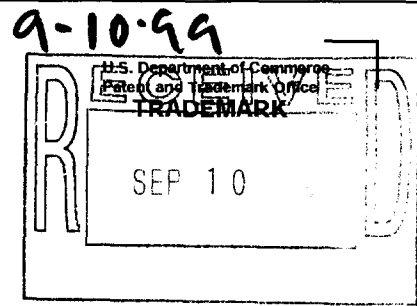


09-15-1999



101145318

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY



TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

- Mark if additional names of conveying parties attached
- Name Execution Date
Month Day Year
- Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

- Mark if additional names of receiving parties attached
- Name
- DBA/AKA/TA
- Composed of
- Address (line 1)
- Address (line 2)
- Address (line 3)
City State/Country Zip Code

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

09/15/1999 DNGUYEN 00000048 161322 1662434

FOR OFFICE USE ONLY

01 FC:481 40.00 CH
02 FC:482 375.00 CH

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

TRADEMARK
REEL: 001957 FRAME: 0658

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="1662434"/>	<input type="text" value="709644"/>	<input type="text" value="422991"/>
<input type="text" value="820757"/>	<input type="text" value="219420"/>	<input type="text" value="616569"/>
<input type="text" value="644350"/>	<input type="text" value="1751261"/>	<input type="text" value="1649464"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

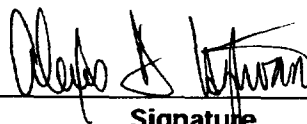
No

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. Charges to deposit account are authorized, as indicated herein.

Alexis D. Isztwan

Name of Person Signing



Signature

9/9/99

Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

FORM PTO-1618C
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Mark if additional names of conveying parties attached

Enter Additional Conveying Party

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Enter Additional Receiving Party

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

1748461	1645993	1124032
526933	1677580	375076
1089683		

NOTICE OF INTELLECTUAL PROPERTY SECURITY AGREEMENT

NOTICE dated as of the 2nd day of September, 1999 by KURTZ BROS., a

Pennsylvania corporation ("Debtor"), having an address at 400 Reed Street, P.O. Box 392, Clearfield, PA 16830, to and in favor of FIRST UNION NATIONAL BANK, having offices at 600 Penn Street, 3rd Floor, Reading, PA 19603 ("Secured Party") in connection with indebtedness evidenced by that certain Credit Agreement dated of even date herewith between Debtor and Secured Party (the "Credit Agreement").

WHEREAS, Debtor is the owner of certain Intellectual Property Collateral as listed in Exhibits A, B, C and D hereto; and

WHEREAS, Secured Party has agreed to extend certain credit to Debtor under the Note on condition that the Secured Party pledge and grant to Secured Party as collateral for the obligations under the Credit Agreement a security interest and lien in and to such Intellectual Property Collateral and application 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 Intellectual Property Security Agreement in favor of Secured Party (the "IP");

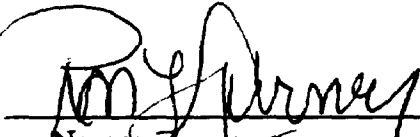
NOW THEREFORE, for good and valuable consideration, as security for the due and timely payment and performance of the obligations, Debtor hereby pledges and grants and collaterally assigns to Secured Party a security interest and lien in and to all rights, title and

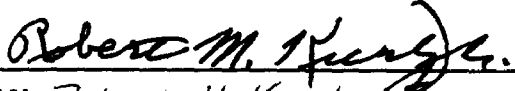
interest in and to the aforesaid IP, and gives notice of such security interest and the existence of such Intellectual Property Security Agreement providing therefor.

Executed as of the date first above written.

ATTEST:

KURTZ BROS.

By: 
Name: Paul Turner
Title: Secretary

By: 
Name: Robert M. Kurtz Sr.
Title: President

COMMONWEALTH OF PENNSYLVANIA :
COUNTY OF Clearfield :

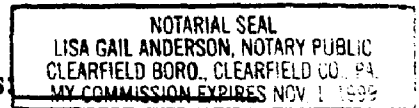
SS.

Before me, the undersigned, a Notary Public in and for the state and county aforesaid, on this 2nd of September, 1999, personally appeared Robert M Kurtz Jr. and Ron L Turner to me known personally, and who, being first by me duly sworn, depose and say that they are the President and Secretary of Kurtz Bros., a Pennsylvania corporation, 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



(Notarial Seal)

EXHIBIT A

“Redacted”

Exhibit "B" attached to that certain Intellectual Property Security Agreement dated September __, 1999.

EXHIBIT "B"

COPYRIGHTS

COPYRIGHT DESCRIPTION	DATE OF CREATION	REGISTRATION NO. AND DATE	ORIGINAL AUTHOR OR OWNER OF COPYRIGHT (IF DIFFERENT FROM DEBTOR)	DATE AND RECORDATION NUMBER OF IP AGREEMENT TO OWNER OF COPYRIGHT (IF ORIGINAL AUTHOR OR OWNER OF COPYRIGHT IS DIFFERENT FROM DEBTOR)
ModernLine catalog	1989	TX2858524 - 4/3/90	Kurtz Brothers, Inc.	
A Modernline No. 10 Safety Calendar Can Help You	1990	TX2834968 - 4/6/90	Kurtz Brothers, Inc.	
Modernline Single Sheet Safety Calendar	1990	TX2834967 - 4/6/90	Kurtz Brothers, Inc.	
SIFCO Corrosion Registant Pipe Flanges	Publication Date: 11/01/72	A583094 11/22/74	Author: Frank O'Hare Claimant: Stainless Insert Flange Co.	10/29/79
Modern Attendance Register	1982	TX1094744 - 10/25/82	Kurtz Brothers, Inc.	
ModernLine Catalog	1990	TX3089760 - 2/19/91	Kurtz Brothers, Inc.	
ModernLine Catalog	1985	TX2832599 - 5/22/90	Kurtz Brothers, Inc.	
ModernLine Catalog	1987	TX2878280 - 5/22/90	Kurtz Brothers, Inc.	
ModernLine Catalog	1987	TX2878281 - 5/22/90	Kurtz Brothers, Inc.	
ModernLine Catalog	1988	TX2864307 - 5/22/90	Kurtz Brothers, Inc.	

COPYRIGHT DESCRIPTION	DATE OF CREATION	REGISTRATION NO. AND DATE	ORIGINAL AUTHOR OR OWNER OF COPYRIGHT (IF DIFFERENT FROM DEBTOR)	DATE AND RECORDATION NUMBER OF IP AGREEMENT TO OWNER OF COPYRIGHT (IF ORIGINAL AUTHOR OR OWNER OF COPYRIGHT IS DIFFERENT FROM DEBTOR)
Kurtz Brothers: School Supplies and Equipment: Catalog	1993	TX3885257 - 7/15/94	Kurtz Brothers	
Kurtz Brothers: School Supplies and Equipment: Catalog	1991	TX3187072 - 11/4/91	Kurtz Brothers	
Kurtz Brothers: School Supplies and Equipment: Catalog	1987	TX2179032 - 10/22/87	Kurtz Brothers	
Kurtz Brothers: School Supplies & Equipment: Catalog	1979	TX360467 - 11/6/79	Kurtz Brothers, Inc.	

Exhibit "C" attached to that certain Intellectual Property Security Agreement dated September ____, 1999.

EXHIBIT "C"

PATENTS

PATENT

<u>DESCRIPTION</u>	<u>DOCKET NO.</u>	<u>COUNTRY</u>	<u>SERIAL NO.</u>	<u>FILING DATE</u>	<u>STATUS</u>
--------------------	-------------------	----------------	-------------------	--------------------	---------------

None

Exhibit "D" attached to that certain Intellectual Property Security Agreement dated September __, 1999.

EXHIBIT "D"

TRADEMARKS

I. U.S. FEDERAL TRADEMARK REGISTRATIONS

<u>TRADEMARK</u>	<u>REG. NO.</u>	<u>REG. DATE</u>	<u>GOODS/SERVICES (CLASS)</u>	<u>STATUS</u>
BID-MASTER	1,662,434	10/29/91	Contractors' bid control calendars (16)	Section 8/15 - Accepted and acknowledged
EXPERIENCE	709,644	1/10/61	Writing paper, composition books, note books, writing tablets, and spelling blanks (16)	Renewed
GLENMAR	422,991	8/19/46	Pencil tablets, composition books, note books, spelling blanks, composition paper, practice paper, typewriter paper, mimeograph paper, drawing paper and pen tablets (16)	Renewed

I. U.S. FEDERAL TRADEMARK REGISTRATIONS

<u>TRADEMARK</u>	<u>REG. NO.</u>	<u>REG. DATE</u>	<u>GOODS/SERVICES (CLASS)</u>	<u>STATUS</u>
KB and Design	820,757	12/20/66	Pencil and pen tablets; writing practice paper; blanks; labels; and note and composition books and paper; blackboard erasers; spelling papers and partially printed books; wax and chalk crayons; partially printed class record and plan books; copy books; note book covers; partially printed report books; theses and examination books; pads and tablets; drawing, duplicator, bond and mimeograph papers; school supplies - namely, examination books; school student and stenographers' notebooks; loose leaf notebook covers; cross section, graph, detail and drafting papers; school construction and poster and project papers in sheets and rolls; tracing, water color, oatmeal, bogus, block printing, finger paint, display, velour, fluorescent, charcoal, studio, cutting, stencil, metallic, silhouette, papers in sheets and rolls; art papers, boards and materials, including oak tag, folding bristol, bogus bristol, railroad board, poster blank board, index bristol, studio bristol, illustration boards, poster, canvas board, binders boards, newsboard and art mounts; partially printed books; pads; notebook filler paper; easel papers; construction and poster papers; pencils; markers; and looseleaf notebook papers (16)	Renewed

I. U.S. FEDERAL TRADEMARK REGISTRATIONS

<u>TRADEMARK</u>	<u>REG. NO.</u>	<u>REG. DATE</u>	<u>GOODS/SERVICES (CLASS)</u>	<u>STATUS</u>
KB and Design	219,420	10/19/26	Tablets, practice paper, blanks, labels, note and composition books, blackboard erasers, wax and chalk crayons, pencil sharpeners, copy books, notebook covers, report books (16)	Renewed
KURBRO and Design	616,569	11/22/55	Writing, drawing and duplicator paper, mimeograph paper; paper tablets, notebooks and composition books; blackboard erasers; stencils, and penholders, cellulose duplicator stencils, lettering guides, styli, paper covers for cylinders, filing wrappers for stencils, and cellophane (16)	Renewed
KURBRO and Design	644,350	4/23/57	Duplicating inks, duplicating fluid, carbon paper, master units including carbon paper for use in making duplicate copies (16)	Renewed
MODERN	1,751,261	2/9/93	School supplies and equipment; namely, theme tablets, composition books, writing paper, notebooks, spelling tablets, composition paper, poster paper, practice paper, drawing papers, quadrille papers, teachers' class record books, teachers' class plan books, duplicator paper, typewriter paper, spelling blank books, construction paper, copy paper penmanship paper, notebook filler paper and bogus paper (16)	Section 8/15 Accepted and Acknowledged
MODERN DAILY REMINDER	1,649,464	7/2/91	Appointment books (16)	Section 8/15 Accepted and Acknowledged

I. U.S. FEDERAL TRADEMARK REGISTRATIONS

<u>TRADEMARK</u>	<u>REG. NO.</u>	<u>REG. DATE</u>	<u>GOODS/SERVICES (CLASS)</u>	<u>STATUS</u>
MODERNLINE and Design	1,748,461	1/26/93	Scratch pads, memo books, want books, tally books, composition notebooks, pocket planners, address registers, desk pads, date planners, yearly desk planners and calendars (16)	Section 8/15 Accepted and Acknowledged
MY VERY OWN BOOK	1,645,993	5/28/91	Lined paper for writing and drawing (16)	Section 8/15 Accepted and Acknowledged
PRINT WRITE and Design	1,124,032	8/14/79	Printed educational material - namely, paper and wall cards, for use in teaching penmanship and lettering to young children (16)	Renewed
QUAKER STATE and Design	526,933	6/27/50	Pen and pencil tablets, spelling tablets and blanks, composition books, notebooks, and writing papers (16)	Renewed
READER RESPONSE JOURNAL	1,677,580	3/3/92	Bound tablets of lined writing paper, particularly for use by young children (16)	Section 8/5 Accepted and Acknowledged
RINGLINE and Design	375,076	2/6/40	Composition books, notebooks and spelling blanks (16)	Renewed
XEROSPIRIT	1,089,683	4/18/78	Paper for xerographic and spirit duplicating processes (16)	Renewed

II. U.S. FEDERAL TRADEMARK APPLICATIONS

<u>TRADEMARK</u>	<u>SER. NO.</u>	<u>FILE DATE</u>	<u>GOODS/SERVICES (CLASS)</u>	<u>STATUS</u>
NONE				

III. UNREGISTERED TRADEMARKS

<u>TRADEMARK</u>	<u>SER. NO.</u>	<u>FILE DATE</u>	<u>GOODS/SERVICES (CLASS)</u>	<u>STATUS</u>
NONE				

IV. INTERNET DOMAIN NAMES

1.	<i>www.kurtzbros.com</i>
2.	<i>www.kurtzkorner.com</i>
3.	<i>www.modernline.com</i>