

12-10-1999



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U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

MRD 11-29-99

SHEET

To the Honorable Commissioner of P.

ed original document or copy thereof.

1. Name of Party(ies) conveying an interest:

Tobin International, Ltd.  
114 Camp Street  
San Antonio, Texas 78204

2. Name and Address of Party(ies) receiving an interest:

The Prudential Insurance Company of America, as  
collateral agent  
c/o Prudential Capital Group  
2200 Ross Avenue, Suite 4200E  
Dallas, Texas 75201

- Individual(s)
- General Partnership
- Corporation
- Other
- Association
- Limited Partnership - Texas

- Individual
- General Partnership
- Corporation - New Jersey
- Other
- Citizenship
- Association
- Limited Partnership

3. Interest Conveyed:

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

If not domiciled in the United States, a domestic representative designation is attached:

- Yes
- No

Effective Date: November 11, 1999

4. Application number(s) or registration number(s). Additional sheet attached?

Yes  No

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

753,360; 1,224,965

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

Name: Peter B. Dewar, Esq.  
Baker & Botts, L.L.P.  
Street Address: 2001 Ross Avenue  
City: Dallas  
State: Texas Zip: 74201

6. Number of applications and registrations involved: Two (2)

7. Amount of fee enclosed or authorized to be charged: \$65.00

8. Deposit account number (Attach duplicate copy of this form 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.

Peter B. Dewar  
Name of Person Signing

Signature

November 23, 1999

Date

Total number of pages including cover sheet 3

OMB No. 0651-0011 (exp. 4/94)

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Mail documents to be recorded with required cover sheet information:

Commissioner of Patent and Trademarks  
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01 FC+481  
02 FC+482

TRADEMARK  
REEL: 001997 FRAME: 0853

# ASSIGNMENT OF SECURITY INTEREST IN TRADEMARKS

(Tobin International, Ltd.)

Pursuant to an Intellectual Property Security Agreement and Assignment (the "**Security Agreement**") dated as of March 1, 1998, Tobin International, Ltd., a Texas limited partnership ("**Grantor**") whose address is 114 Camp Street, San Antonio, Texas 78204, as Assignor, hereby grants and assigns to The Prudential Insurance Company of America, whose address is c/o Prudential Capital Group, 2200 Ross Avenue, Suite 4200E, Dallas, Texas 75201, Attention: Managing Director, as Collateral Agent (together with its successors and assigns, the "**Collateral Agent**"), as Assignee, a continuing security interest in and a continuing lien upon, all trademarks and service marks, registrations and applications for registration now owned or hereafter acquired by Grantor, together with the Goodwill associated therewith, including without limitation the below listed registrations and applications for registration:

## Registrations

<u>Registration Number</u>	<u>Issue Date</u>	<u>Mark</u>
753,360	7/23/63 (renewed 7/23/83)	MIDCONTINENT ABSTRACT MAPS and Design
1,224,965	1/25/83	MIDCONTINENT MAP SERVICES


## Applications

<u>Application Number</u>	<u>Filing Date</u>	<u>Mark</u>
	NONE	

The Collateral Agent's security interest in the trademarks, service marks, registrations, applications for registration and Goodwill can be terminated only in accordance with the terms of the Security Agreement.

TOBIN INTERNATIONAL, LTD.,  
a Texas limited partnership

By: Tobin Holdings, Inc.,  
its sole general partner

By:   
Name: THOMAS W. NAUGHTON  
Title: EXEC. V.P.

ACKNOWLEDGMENT:

STATE OF TEXAS

COUNTY OF BEXAR

On this 11th day of November, 1999 before me, a Notary Public for the State and County aforesaid, came Thomas W. Neubert, to me known and known to be the Executive Vice President of Tobin Holdings, Inc., a Nevada corporation, the sole general partner of Tobin International, Ltd., a Texas limited partnership, and he acknowledged to me that he executed the foregoing Assignment pursuant to authority duly vested in him by the said Tobin Holdings, Inc. on behalf of the said Tobin International, Ltd.



Leota Ross Krantz  
Notary Public