FORM PTO-1594
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)

REC 02-23-2000 HEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Tab settings ⇨ ⇨ ⇨ ▼ 2-2-00

101272623

To the Honorable Commissioner of Pate... ...ched original documents or copy thereof.

1. Name of conveying party(ies):

Advertising Unlimited, Inc.
Chicago Price Tag Manufacturing Co., Inc.

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

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

2. Name and address of receiving party(ies)

Name: Bank of America, N.A., as Administrative Agent

Internal Address:

Street Address: 800 Market Street, 12thFl.

City: St. Louis State: MO ZIP: 63101

- ☐ Individual(s) citizenship
- ☐ Association
- ☐ General Partnership
- ☐ Limited Partnership
- ☐ Corporation-State
- ☒ Other Bank

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
- ☐ Merger
- ☒ Security Agreement
- ☐ Change of Name
- ☐ Other

Execution Date: December 7, 1999

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

A. Trademark Application No.(s)

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:

Return To 6502
National Corporate Research, LTD.
225 W. 34th St., Suite 910
New York, N.Y. 10122
(800) 221-0102 (212) 947-7200

City: State: ZIP:

6. Total number of applications and registrations involved: 24

7. Total fee (37 CFR 3.41).....$ 540.00

- ☐ Enclosed
- ☐ Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

02/22/2000 DNGUYEN 00000245 2198368

DO NOT USE THIS SPACE

01 FC:481 40.00 OP
02 FC:482 500.00 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.

Roger S. Chari — Name of Person Signing

Roger S. Chari — Signature

12/29/99 — Date

Total number of pages including cover sheet, attachments, and document: 19

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

SUPPLEMENTAL ANNEX 4
TO
SECURITY AGREEMENT

Trademark Collateral

A. AUI Acquisition Corp.

NONE

B. Advertising Unlimited, Inc.

MARK	REG. NO.	STATUS	
A & W Design	2,198,368	Reg. Oct. 20, 1998	1
Advertising Unlimited	2,240,955	Reg. April 20, 1999	2
Advertising Unlimited	75/095,231	Appln. April 25, 1996	3
Advertising Unlimited	0827,148	Appln. Oct. 24, 1996 (Canada)	
America=s Kit Company	2,080,377	Reg. July 15, 1997	4
Anchor/Wallace and Design	1,179,114	Reg. Nov. 24, 1991	5
AUI	2,006,473	Reg. Oct. 8, 1996	6
Balm Argenta	330,690	Reg. Dec. 10, 1935 Expired Aug. 2, 1990	
Balm Argenta	T,003,215	Reg. May 1, 1943 (Montana)	
Design Only	75/255,801	Appln. Mar. 12, 1997	7
Design Only	1,851,183	Reg. Aug. 23, 1994	8
Falco	pending	Appln. pending notice	
Falco	pending	Appln. pending notice	
Falco	pending	Appln. pending notice	
Fordan Line	1,662,443	Reg. Oct. 29, 1991	9
Good Value Line	75/233,795	Aband. April 7, 1999	

TRADEMARK
REEL: 002031 FRAME: 0950

MARK	REG. NO.	STATUS	
Hang-ups	1,760,665	Reg. Mar. 23, 1993	10
Healthage	1,727,835	Assign. Aug. 16, 1993 Canceled May 3, 1999	
Insights	1,826,316	Reg. Mar. 15, 1994	11
Inspirare	1,150,391	Reg. April 7, 1981	12
Millennium 2000	75/444271	Appln. Mar. 4, 1998 Suspended pending outcome of Appln. 75-339610	13
Millennium 2001	pending	Appln. pending notice	–
Pillowline	TMA487,893	Reg. Jan. 20, 1998 (Canada)	
Pillowline	1,754,165	Reg. Feb. 23, 1993	14
Poly Pik	1,545,888	Reg. June 27, 1989 Canceled Jan. 2, 1996	
Power Encounters	1,993,292	Reg. Aug. 13, 1996	15
Pro Sharp and Design	1,291,909	Reg. Aug. 28, 1994 Canceled Jan. 10, 1991	
Quick Ship	75/137,459	Aband. Sept. 22, 1997	
Sentry Pack (and design)	1,987,179	Reg. July 16, 1996	16
Sentry Pack (and design)	74/703,174	Appln. July 19, 1995 *Opposition pending	17
Sentry Pack (and Auto design)	2,009,788	Reg. Oct. 22, 1996	18
Sentry Pack (and Runner design)	2,023,257	Reg. Dec. 17, 1996	19
Style-Rite	2,028,873	Reg. Jan. 7, 1997	20
Style-Rite	1,522,588	Reg. Jan. 31, 1989	21
Superior Gift Line	512,591	Reg. July 19, 1949	22
The Triumph Line	1,209,674	Reg. Sept. 21, 1982	23
Washburn Laboratories	2,208,965	Reg. Dec. 8, 1998	24

TRADEMARK
REEL: 002031 FRAME: 0951

NORWOOD PROMOTIONAL PRODUCTS , INC.

SECURITY AGREEMENT

SUPPLEMENTAL ANNEXES PROVIDED IN CONNECTION WITH JOINDER OF
AUI ACQUISITION CORP.
ADVERTISING UNLIMITED, INC.
and
CHICAGO PRICE TAG MANUFACTURING CO., INC.

December __, 1999

NEXES SUPPLEMENTAL -2 - WORD.DOC

TRADEMARK
REEL: 002031 FRAME: 0952

SUPPLEMENTAL ANNEX 1A
TO
SECURITY AGREEMENT

Pledged Stock

	COMPANY	PLEDGOR	SHARES OUTSTANDING	PAR VALUE
1	AUI Acquisition, Corp. ("AUI")	Norwood Promotional Products, Inc.	1,000 Common Stock	$1.00
2	Advertising Unlimited, Inc. ("Advertising")	AUI	1,000 Common Stock	$10.00
3	Chicago Price Tag Manufacturing Co., Inc. ("Price Tag")	Advertising	500 Common Stock	No Par
4	Norwood Canada Ltd.	Norwood Promotional Products, Inc.	100 Common Stock	$1.00 CAN

TRADEMARK
REEL: 002031 FRAME: 0953

SUPPLEMENTAL ANNEX 1B
TO
SECURITY AGREEMENT

Pledged Obligations

None

SUPPLEMENTAL ANNEX 2
TO
SECURITY AGREEMENT

Copyright Collateral

A. AUI ACQUISITION CORP.

NONE

B. ADVERTISING UNLIMITED, INC.

NONE

C. CHICAGO PRICE TAG MANUFACTURING CO., INC.

NONE

TRADEMARK
REEL: 002031 FRAME: 0955

SUPPLEMENTAL ANNEX 3
TO
SECURITY AGREEMENT

Patent Collateral

A. AUI ACQUISITION CORP.

NONE

B. ADVERTISING UNLIMITED, INC.

NONE

C. CHICAGO PRICE TAG MANUFACTURING CO., INC.

NONE

TRADEMARK
REEL: 002031 FRAME: 0956

SUPPLEMENTAL ANNEX 4

TO

SECURITY AGREEMENT

Trademark Collateral

A. AUI Acquisition Corp.

NONE

B. Advertising Unlimited, Inc.

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A & W Design	2,198,368	Reg. Oct. 20, 1998	1
Advertising Unlimited	2,240,955	Reg. April 20, 1999	2
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Anchor/Wallace and Design	1,179,114	Reg. Nov. 24, 1991	5
AUI	2,006,473	Reg. Oct. 8, 1996	6
Balm Argenta	330,690	Reg. Dec. 10, 1935 Expired Aug. 2, 1990	
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Design Only	75/255,801	Appln. Mar. 12, 1997	7
Design Only	1,851,183	Reg. Aug. 23, 1994	8
Falco	pending	Appln. pending notice	
Falco	pending	Appln. pending notice	
Falco	pending	Appln. pending notice	
Fordan Line	1,662,443	Reg. Oct. 29, 1991	9
Good Value Line	75/233,795	Aband. April 7, 1999	

TRADEMARK
REEL: 002031 FRAME: 0957

MARK	REG. NO.	STATUS	
Hang-ups	1,760,665	Reg. Mar. 23, 1993	10
Healthage	1,727,835	Assign. Aug. 16, 1993 Canceled May 3, 1999	
Insights	1,826,316	Reg. Mar. 15, 1994	11
Inspirare	1,150,391	Reg. April 7, 1981	12
Millennium 2000	75/444271	Appln. Mar. 4, 1998 Suspended pending outcome of Appln. 75-339610	13
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Pillowline	TMA487,893	Reg. Jan. 20, 1998 (Canada)	
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Sentry Pack (and design)	74/703,174	Appln. July 19, 1995 *Opposition pending	17
Sentry Pack (and Auto design)	2,009,788	Reg. Oct. 22, 1996	18
Sentry Pack (and Runner design)	2,023,257	Reg. Dec. 17, 1996	19
Style-Rite	2,028,873	Reg. Jan. 7, 1997	20
Style-Rite	1,522,588	Reg. Jan. 31, 1989	21
Superior Gift Line	512,591	Reg. July 19, 1949	22
The Triumph Line	1,209,674	Reg. Sept. 21, 1982	23
Washburn Laboratories	2,208,965	Reg. Dec. 8, 1998	24

TRADEMARK
REEL: 002031 FRAME: 0958

Advertising Unlimited, Inc. is a Minnesota corporation and has been operating under that name since 1961. "Advertising Unlimited" has acquired recent trademark protection (April 20, 1999) based on the April 10, 1998 use date. Advertising Unlimited, a company located in Houma, Louisiana has also been using "Advertising Unlimited" in commerce including posting on an internet site which displays advertising and promotional products.

REGISTERED TRADENAMES:

Advertising Unlimited, Inc. registered Anchor-Wallace Publishers as an assumed/tradename through to March 21, 2000.

UNREGISTERED TRADEMARKS/TRADENAMES CURRENTLY IN USE:

Quick Ship

Good Value Line

Balm Argenta

Falco

Featherstone

Anchor/Wallace Publishers

Calendar Advertising Services

Calendar Co-Op Center

Poly Pik

Pro Sharp

AUI Productions

Healthage

Shepherd

Living Word* (*Search results have confirmed this mark is registered in Intl. Cls. 16, 38 as Reg. No. 781,015 owner Gospel Light Publications (Glendale, California).)

Entourage** (**Search results have confirmed this mark is registered in Intl. Cls. 3,51 as Reg. No. 1,374,509 owner Houston Consolidated Marketing, Inc. (Houston, Texas).)

C. Chicago Price Tag Manufacturing Co., Inc.

MARK	REG. NO.	STATUS
Plastag	1666204	Reg. Nov. 26, 1991

REGISTERED TRADENAMES:

Chicago Price Tag Manufacturing Co., Inc. has two active assumed names:

Plastag Corporation
Plastag Line

TRADEMARK
REEL: 002031 FRAME: 0960

SUPPLEMENTAL ANNEX 5

TO

SECURITY AGREEMENT

License and Other User Agreements

2000 & 2001 CONTRACT SUMMARY CHART				
Status (prod. yr):	**Licensor:**	**Item:**	**AUI Product:**	**Property:**
2001	Arnold Palmer Golf Academy	253,276	Arnold Palmer Golf Academy	Arnold Palmer Golf Academy
2000/2001	Blaylock Originals	5289,RL-6	Majestic Trains by Ted Blaylock	Ted Blaylock
2000/2001	Brooks/Brown (Harwood)	738	Advances in Healthcare	Advances in Healthcare
2000	Brooks/Brown (Harwood)	5253	Evolution in Finance	Evolution in Finance
2000/2001	B.S. Productions	5275	Jackson the Jackass	Jackson the Jackass
2000/2001	Cagle, Daryl	5274	Murphy's Law	Daryl Cagle
2000/2001	Cox, Tim/Eagle Creek	713,715, O12	American West	Tim Cox
2000/2001	Calendar Specialties of Minnesota	734	Duck's Unlimited	Duck's Unlimited
2000/2001	Curtis Publishing Co.	5211,5256, 6100,5259	Sat. Eve. Post	Sat. Eve. Post Mag.
2000/2001	Curtis Publishing Co.	7009,7010	GVL Sat. Eve. Post.	Sat. Eve. Post Mag.
2001	Insignis	2800,5500	Life's Little Instruction Book	Life's Little Instruction Book

TRADEMARK
REEL: 002031 FRAME: 0961

2000/2001	Intellectual Properties Management, King Estate	Tip-on, BH06	Tip-on	M.L. King Portrait
2000/2001	Linholm Corp.	2610 & 2612	Baby's First Year and Pregnancy Calendar	Art & Copy
2000/2001	Martin, Roger	733	Never a Dull Moment	Roger Martin
2000/2001	Martin, Roger	5277	Computer Humor	Roger Martin
2000/2001	Patterson Int.	5272	Safety with a Smile	Gary Patterson
2000/2001	Patterson Int.	5273	Office Humor	Gary Patterson
2000/2001	Patterson Int.	5276, 6016	Golf Rules	Gary Patterson
2000/2001	Patterson Int.	5278	Canine Comics	Gary Patterson
2000/2001	Time Inc.	277,726,254, 685,652	Covers of LIFE	LIFE Magazine
2001/2002/2003	Time Inc.	5254	MONEY Financial Solutions	MONEY Magazine
2001	U.S. Fish & Wildlife	2809,7709	Federal Duck Stamp	Federal Duck Stamp
2000/2001	Van Gilder, Ron	5260,651, NL-12,KC3009, KC707	Wildlife Art	Ron Van Gilder
2000/2001	Ward, Roy Lee	751,755	Old West/Roy Lee Ward	Roy Lee Ward

TRADEMARK
REEL: 002031 FRAME: 0962

SUPPLEMENTAL ANNEX 6
TO
SECURITY AGREEMENT

Inventory Locations

A. AUI ACQUISITION CORP.

NONE

B. ADVERTISING UNLIMITED, INC.

1. An operating facility located at1000 Highway 4 South, Sleepy Eye, Minnesota 58085.
2. An operating facility located at 5151 Moundview Drive, Red Wing, Minnesota 55066
3. AUI also leases warehouse space on a seasonal basis only for finished calendar orders. These are month to month leases and AUI does not have any fixed or minimum commitments with regard to these locations. All of such short-term warehouse locations are in Minnesota. Currently, AUI does not have any inventory in any such short-term warehouse location.

C. CHICAGO PRICE TAG MANUFACTURING CO., INC.

1. An operating facility located at 1800 Greenleaf, Elk Grove Village, IL 60007.

TRADEMARK
REEL: 002031 FRAME: 0963

SUPPLEMENTAL SCHEDULE 1

TO

SECURITY AGREEMENT

Uniform Commercial Code Filings

State	Filing Office	Document Filed

TRADEMARK
REEL: 002031 FRAME: 0964

SUPPLEMENTAL SCHEDULE 2

TO

SECURITY AGREEMENT

Principal Place of Business, Chief Executive Office
and Location of Records

A. AUI ACQUISITION CORP.

Principal Place of Business: 229 South State Street
Dover, DE 19901

Chief Executive Office
and Location of Records: 106 E. Sixth Street, Suite 300
Austin, Texas 78701

B. ADVERTISING UNLIMITED, INC.

1000 Highway 4 South
Sleepy Eye, Minnesota 58085.

C. CHICAGO PRICE TAG MANUFACTURING CO., INC.

1800 Greenleaf
Elk Grove Village, IL 60007.

TRADEMARK
REEL: 002031 FRAME: 0965

SUPPLEMENTAL SCHEDULE 3

TO

SECURITY AGREEMENT

Prior Liens

Liens granted by AUI, Advertising or Price Tag shown in the lien searches conducted against AUI, Advertising or Price Tag on file with Agent's counsel (as provided to Borrower's counsel).

TRADEMARK
REEL: 002031 FRAME: 0966

AUI ACQUISITION CORP.
ADVERTISING UNLIMITED, INC.
CHICAGO PRICE TAG MANUFACTURING CO., INC.

December 7, 1999

Bank of America, N.A.,
as Administrative Agent
800 Market Street, 12th Floor
St. Louis, Missouri 63101
Attention: Steven Linton

Ladies and Gentlemen:

Reference is made to the Security Agreement (as amended, amended and restated, supplemented or otherwise modified from time to time, the "Agreement"), dated as of May 13, 1999, made by Norwood Promotional Products, Inc. (the "Borrower"), each of the Guarantors listed on the signature pages thereto or from time to time party thereto by execution of a joinder agreement and Bank of America, N.A. (formerly known as NationsBank, N.A.), as administrative agent for the Creditors. Capitalized terms used herein but not otherwise defined herein have the meanings given such terms in the Agreement.

This letter supplements the Agreement and is delivered by the undersigned, AUI Acquisition Corp., Advertising Unlimited, Inc. and Chicago Price Tag Manufacturing Co., Inc. (the "New Pledgors"), pursuant to Section 22 of the Agreement. The New Pledgors hereby agree to be bound as a Guarantor and as a Debtor by all of the terms, covenants and conditions set forth in the Agreement to the same extent that it would have been bound if it had been a signatory to the Agreement on the execution date of the Agreement. The New Pledgors hereby make each of the representations and warranties and agree to each of the covenants applicable to the Debtors contained in the Agreement.

Attached hereto are supplements to each of the schedules and annexes to the Agreement with respect to the New Pledgors. Such supplements shall be deemed to be part of the Agreement.

This agreement and any amendments, waivers, consents or supplements hereto may be executed in any number of counterparts and by different parties hereto in separate counterparts, each of which when so executed and delivered shall be deemed to be an original, but all such counterparts together shall constitute one and the same agreement.

THIS AGREEMENT SHALL BE GOVERNED BY, AND SHALL BE CONSTRUED AND ENFORCED IN ACCORDANCE WITH, THE LAW OF THE STATE OF NEW YORK, EXCLUDING (TO THE GREATEST EXTENT PERMITTED BY LAW) ANY RULE OF LAW THAT WOULD CAUSE THE APPLICATION OF THE LAWS OF ANY JURISDICTION OTHER THAN THE STATE OF NEW YORK.

IN WITNESS WHEREOF, the New Pledgors have caused this Agreement to be executed and delivered by its duly authorized officers as of the date first above written.

AUI ACQUISITION CORP.
ADVERTISING UNLIMITED, INC.
CHICAGO PRICE TAG MANUFACTURING CO., INC.

By: _____
Name: Frank R. Krasovec
Title: Chairman, Pres. + CEO

AGREED TO AND ACCEPTED:

BANK OF AMERICA, N.A.,
as Administrative Agent

By: _____
Name:
Title:

[Schedules and Annexes to be attached]