

03-24-2000

Form PTO-1594
1-31-92U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

101297950

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

J.J. Grace, Inc. (d/b/a ADOUT)

- ☐ Individuals
☐ General Partnership -
☒ Corporation-State: California
☐ Other

- ☐ Association
☐ Limited Partnership

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

3. Nature of conveyance:

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

Execution Date: December 7, 1999

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

A. Trademark Application No.(s)

Additional numbers attached? ☒ Yes ☐ No

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

Name: Brian Jaenicke, Legal Assistant

Internal Address: White & Case LLP

Street Address: 1155 Avenue of the Americas

City: New York State: NY ZIP: 10036

Name and address of receiving party(ies):

Name: The Chase Manhattan Bank

Internal Address:

Street Address: 270 Park Avenue

City: New York State: New York ZIP: 10017

☐ Individual(s) citizenship☐ Association☐ General Partnership☐ Limited Partnership☐ Corporation-☒ Other - Collateral AgentIf 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)\

Please attached Schedule A

6. Total number of applications and registration involved

6

7. Total fee (37 CFR 3.41): \$ 165.00

☐ Enclosed☒ Authorized to be charged to deposit account

8. Deposit account number:

23-1705

(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 20 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.

SCHEDULE A

<u>MARK</u>	<u>CLASS</u>	<u>REG. NO.</u>	<u>REG. DATE</u>
AdOut	35 & 42	2,202,621	11/10/98

<u>MARK</u>	<u>CLASS</u>	<u>APP. NO.</u>	<u>APP. DATE</u>
AAPS	9 & 42	75/562,767	10/1/98
ACE/Ad Creation Engine & Design	9	75/562,768	10/1/98
Key Commando	9	75/602,353	12/9/98
Monster Commands	9	75/562,764	10/1/98
Text Tailor	9	75/562,766	10/1/98

**ASSIGNMENT OF SECURITY
INTEREST IN CERTAIN TRADEMARKS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, J.J. GRACE, INC. (d/b/a ADOUT), a California corporation ("the Assignor") with principal offices at 15350 Sherman Way, Suite 340, Van Nuys, CA 91406, hereby assigns and grants to The Chase Manhattan Bank, as Collateral Agent (the "Assignee") with principal offices at 270 Park Avenue, New York, New York 10017, a security interest in (i) all of the Assignor's right, title and interest in and to the 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) 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 OF SECURITY INTEREST (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 Assignor, the other assignors from time to time party thereto and the Assignee, dated as of December 7, 1999 (as amended, restated, modified and/or supplemented from time to time, the "Security Agreement").

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 without prejudice to, and are in addition to those 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 Assignment as of
the 7th day of December, 1999

J.J. GRACE, INC. (d/b/a ADOUT),
as Assignor

By: 
Title: _____

THE CHASE MANHATTAN BANK, as
Collateral Agent, as Assignee

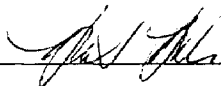
By: _____
Title: _____

IN WITNESS WHEREOF, the undersigned have executed this Assignment as of
the 7th day of December, 1999.

J.J. GRACE, INC. (d/b/a ADOUT),
as Assignor

By: _____
Title:

THE CHASE MANHATTAN BANK, as
Collateral Agent, as Assignee


By: 
Title:

BRUCE BORDEN
VICE PRESIDENT

) ss.:

COUNTY OF NEW YORK)

On this 7th day of Dec., 1999, before me personally came Mark Angelson who, being by me duly sworn, did state as follows: that [s]he is Secretary of J.J. GRACE, INC. (d/b/a ADOUT), that [s]he is authorized to execute the foregoing Assignment on behalf of said corporation and that [s]he did so by authority of the Board of Directors of said corporation.


Notary Public

ANDREW K. LEM
Notary Public, State of New York
No. 01150028382
Qualified in New York County
Commission Expires June 14, 2001

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

On this 21st day of December 1999 before me personally came Bruce Borden
who, being by me duly sworn, did state as follows: that [s]he is Vice President of THE
CHASE MANHATTAN BANK, that [s]he is authorized to execute the foregoing Assignment on
behalf of said company and that [s]he did so by authority of said company.

Stacy E. Nathanson
Notary Public

STACY E. NATHANSON
Notary Public, State of New York
No. 01NA6024356
Qualified in New York County
Commission Expires May 10, 2001