

4-28-00

05-08-2000

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



101348958

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

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 ☐ Change of Name
- ☐ Other _____
- Effective Date
Month Day Year

Conveying Party

☐ Mark if additional names of conveying parties attached

Name PFINGSTEN PUBLISHING, LLC

Execution Date
Month Day Year
3-15-00

Formerly _____

- ☐ Individual ☐ General Partnership ☐ Limited Partnership ☐ Corporation ☐ Association
- ☒ Other DELAWARE LIMITED LIABILITY COMPANY
- ☐ Citizenship/State of Incorporation/Organization _____

Receiving Party

☐ Mark if additional names of receiving parties attached

Name MCG FINANCE CORPORATION, as ADMINISTRATIVE AGENT

DBA/AKA/TA _____

Composed of _____

Address (line 1) 1100 WILSON BLVD

Address (line 2) SUITE 800

Address (line 3) ARLINGTON

VA

22209

City

State/Country

Zip Code

- ☐ Individual ☐ General Partnership ☐ Limited Partnership
- ☒ Corporation ☐ Association
- ☐ Other _____
- ☒ Citizenship/State of Incorporation/Organization DELAWARE

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.)

05/04/2000 DCDATES 00000297 7552987

FOR OFFICE USE ONLY

01 FC:481
02 FC:482

40.00 DP
325.00 DP

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: 002067 FRAME: 0502

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

603-471-0220

Name

DEBRA M FEINS ESQ

Address (line 1)

OF COUNSEL

Address (line 2)

SCOTCH + ZALINSKY

Address (line 3)

23 GALLOWAY LANE

Address (line 4)

BEDFORD NH 03110-5718

Pages

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

#

4

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)

75525987

2086654

1288990

1071827

1533561

1206459

1001919

1328489

1118420

892073

Number of Properties

Enter the total number of properties involved.

#

14

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

325.00

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.

DEBRA M FEINS

Name of Person Signing

Debra M. Feins

Signature

4/27/00

Date Signed

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

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

Conveying Party

Enter Additional Conveying Party

☐ Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name PFINGSTEN PUBLISHING, LLC

3-15-00

Formerly

☐ Individual ☐ General Partnership ☐ Limited Partnership ☐ Corporation ☐ Association

☒ Other DELAWARE LIMITED LIABILITY COMPANY

☐ Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

☐ Mark if additional names of receiving parties attached

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DBA/AKA/TA

Composed of

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☒ Corporation ☐ Association

☐ Other

☒ Citizenship/State of Incorporation/Organization

DELAWARE

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.)

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

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

☐ Mark if additional numbers attached

Trademark Application Number(s)

Registration Number(s)

<u>825917</u>		
<u>642661</u>		
<u>1878045</u>		
<u>2002132</u>		

EXHIBIT A**A. Registered Trademarks**

REGISTRATION NO.	MARK	REGISTRATION DATE
2,086,654	USA Getaway Guide	August 5, 1997
1,533,561	Galeria	April 4, 1989
1,328,489	Supply Lines	April 2, 1985
1,288,990	Artsell Color Cards	August 7, 1984
1,206,459	Frame-O-Rama	August 24, 1982
1,118,420	Art Buyers Caravan	May 15, 1979
1,071,827	Basics & Beyond	August 23, 1977
1,001,919	The Professional Picture Framer	January 14, 1975
892,073	American Agent & Broker	June 2, 1970
825,917	Decor	March 14, 1967
642,661	Life Insurance Selling	March 12, 1957
1,878,045	Publishing Concepts PC	February 7, 1995
2,002,132*	Mortgage Originator	September 24, 1996

*Assigned to Pfingsten Publishing, LLC by Mortgage Publishing Group, Inc. on or about March 15, 2000

B. Pending Trademark Applications:

SERIAL NO.	MARK	FILING DATE
75-525987	PC Publishing Concepts	July 27, 1998

NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS

U.S. Patent and Trademark Office
Office of Public Records
Attn: Customer Services Counter
1213 Jefferson Davis Highway, Third Floor
Arlington, Virginia 22202

Ladies and Gentlemen:

Pursuant to a Conditional Assignment of Trademarks dated as of March 15, 2000, (as amended, restated or otherwise modified from time to time) among PFINGSTEN PUBLISHING, L.L.C., a Delaware limited liability company ("Pfingsten") and MCG FINANCE CORPORATION, a Delaware corporation, as administrative agent (the "Administrative Agent") for the benefit of itself and the financial institutions (the "Lenders") as are or may from time to time become, parties to the Revolving Credit Agreement of even date herewith among Pfingsten, the Administrative Agent and the Lenders, Pfingsten has granted to Administrative Agent for the ratable benefit of itself and the Lenders, a continuing security interest in and conditional assignment of its now owned or hereafter acquired registered trademarks and service marks and trademarks and service marks for which applications to register, and in the case of "intent to use" applications for which verified statements of use, have been filed and are pending or are hereafter filed with the U.S. Patent and Trademark Office (the "PTO") or any other governmental authority, including but not limited to, those registered trademarks and service marks and trademark and service mark applications listed on Exhibit A attached hereto (as the same may be amended pursuant hereto from time to time); all re-issues, renewals and amendments thereof; all proceeds of infringement suits; the sole right to sue for past, present, future and threatened infringements of any of the foregoing; all rights corresponding to any of the foregoing throughout the world; and any royalties, licenses, fees, damages, proceeds, improvements and subsequent trademarks or service marks obtained in connection therewith (all of the foregoing being hereinafter collectively referred to as the "Trademarks"), together with a continuing security interest in and conditional assignment of all its right, title and interest in and to the goodwill of the business to which each of the Trademarks relates, to have and to hold until the Obligations have been paid and performed in full. The security interests granted herein are granted in conjunction with the security interests granted by the Assignor to the Administrative Agent for the ratable benefit of itself and the Lenders in the Collateral defined and described under a Security Agreement of even date herewith which, among other things, relate to the products sold under the Trademarks.

IN WITNESS WHEREOF, the parties hereto have caused their duly authorized officers to duly execute this Notice of Security Interest in Trademarks as of this 15th day of March, 2000.

ASSIGNOR:

PFINGSTEN PUBLISHING, L.L.C.

By:

Thomas S. Bagley
Thomas S. Bagley

Chairman of the Operating Board

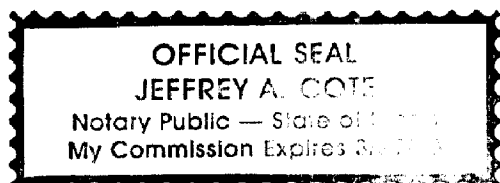
STATE OF ILLINOIS

COUNTY OF COOK

On this 15th day of March, 2000, before me personally appeared Thomas S. Bagley, Chairman of the Operating Board of PFINGSTEN PUBLISHING, L.L.C., a Delaware limited liability company, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person that executed this instrument, on behalf of said company, and acknowledged said instrument so executed to be his free act and the free act and deed of said company.

Notary Public:

Jeffrey A. Cote
My commission expires: 3/22/03



IN WITNESS WHEREOF, the parties hereto have caused their duly authorized officers to duly execute this Notice of Security Interest in Trademarks as of this 15th day of March, 2000.

ASSIGNEES:

MCG FINANCE CORPORATION, individually and as
Administrative Agent

By: Barbara R. Flight
Barbara R. Flight
Managing Director

HELLER FINANCIAL, INC.

By: Jacqueline J. Brown
Jacqueline J. Brown
Assistant Vice President

THE COMMONWEALTH OF MASSACHUSETTS
SUFFOLK COUNTY

On this 20th day of March, 2000, before me personally appeared Barbara R. Flight, Managing Director of MCG Finance Corporation, a Delaware corporation, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person that executed this instrument, on behalf of said finance corporation, and acknowledged said instrument so executed to be her free act and deed in said capacity and the free act and deed of said corporation.

Notary Public: Debra M. Feins

DEBRA M. FEINS, Notary Public
My Commission Expires 9-8-2000

My commission expires: 9-8-2000

STATE OF ILLINOIS
COUNTY OF COOK, SS

On this 15th day of March, 2000, before me personally appeared Jacqueline J. Brown, an Assistant Vice President of HELLER FINANCIAL, INC., a Delaware corporation, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person that executed this instrument, on behalf of said corporation, and acknowledged said instrument so executed to be his/her free act and deed in said capacity and the free act and deed of said corporation.

Notary Public: Jennifer L. Sucher

My commission expires: _____

