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

APR 24 AM 10:30



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OPR/FINANCE

RECORDATION FORM COVER SHEET  
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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  
3 29 2000

Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name

3 29 2000

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/KA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

State/Country

Zip Code

- Individual  General Partnership  Limited Partnership
- Corporation  Association
- Other

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)

Citizenship/State of Incorporation/Organization

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Mail documents to be recorded with required cover sheet(s) information to:  
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REEL: 002070 FRAME: 0612

**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="1256855"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

**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.

Veronica Mac

Veronica Mac

4/24/00

Name of Person Signing

Signature

Date Signed

MEMORANDUM OF SECURITY AGREEMENT

TRADEMARKS

Pursuant to a Security Agreement dated as of March 29, 2000 (the "Security Agreement"), Brant Art Publications, Inc., whose office is located at 575 Broadway, New York, NY 10012 ("Pledgor"), has granted to Toronto Dominion (Texas), Inc., whose chief executive office is located at 909 Fannin Street, Suite 1700, Houston, TX 77010 (the "Secured Party"), a continuing security interest in, and a continuing lien upon, the Collateral (as that term is defined in the Security Agreement), including the trademarks and trademark applications listed on the attached Schedule, and all applications, registrations, renewals and proceeds (including accounts receivable and royalties) thereof (the "Trademarks"), together with the good will of the business connected with the use of and symbolized by the Trademarks. The Secured Party's security interest in and lien upon the Trademarks can be terminated only in accordance with the terms of the Security Agreement.

Dated: March 29, 2000

Brant Art Publications, Inc.

By: Deborah Blossucci  
Name:  
Title:

SCHEDULE

Trademark Registrations

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
ART IN AMERICA	1256855	Nov. 8, 1983