07-18-2000

101406674

6.9.00

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 ☐ Nunc Pro Tunc Assignment

Effective Date Month Day Year 9/30/98

☐ Merger

☐ Change of Name

☒ Other Notice of Grant of Security Interest

Conveying Party ☐ **Mark if additional names of conveying parties attached**

Name JuneBox.com, Inc.

Execution Date Month Day Year 9/30/98

Formerly

☐ Individual ☐ General Partnership ☐ Limited Parnership ☒ Corporation ☐ Association

☐ Other

☒ Citizenship/State of Incorporation/Organization Wisconsin

Receiving Party ☐ **Mark if additional names of receiving parties attached**

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

DBA/AKA/TA

Composed of

Address (line 1) 6610 Rockledge Drive, 6th Floor

Address (line 2) MD 2-600-06-13

Address (line 3) Bethesda (City) MD (State/Country) 20817-1876 (Zip Code)

☐ Individual ☐ General Partnership ☐ Limited Partnership

☐ Corporation ☐ Association

☒ Other National banking association

☐ Citizenship/State of Incorporation/Organization

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.)

FOR OFFICE USE ONLY

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

07/14/2000 ASCOTT 00000135 76011009
01 FC:481 40.00 OP
02 FC:482 75.00 OP

DUR1\260129_1

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 (919) 286-8000

Name Steven D. Thomas

Address (line 1) Moore & Van Allen, PLLC

Address (line 2) 2200 West Main Street

Address (line 3) Suite 800

Address (line 4) Durham, NC 27705-4658

Pages Enter the total number of pages of the attached conveyance document including any attachments. # 8

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)		
76/011,009	76/008,811				
76/007,557					
76/007,554					

Number of Properties Enter the total number of properties involved. # 4

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): $ 115.00

Method of Payment: Enclosed ☒ Deposit Account ☒
Deposit Account (any deficiency)
(Enter for payment by deposit account or if additional fees can be charged to the account.)
Deposit Account Number: # 13-4365

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.

Steven D. Thomas — Name of Person Signing

Signature

6/7/00 — Date Signed

NOTICE

OF

GRANT OF SECURITY INTEREST

IN

TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Amended and Restated Security Agreement dated as of September 30, 1998 (as the same may be amended, modified, extended or restated from time to time, the "Security Agreement") by and among the Credit Parties party thereto (each a "Credit Party" and collectively, the "Credit Parties") and Bank of America, N.A., as Administrative Agent (the "Administrative Agent") for the lenders referenced therein (the "Lenders"), the undersigned Credit Party has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Administrative Agent for the ratable benefit of the Lenders:

TRADEMARKS

Trademark Number	Description of Trademark Item	Date of Trademark

SEE SCHEDULE A ATTACHED HERETO

TRADEMARK APPLICATIONS

Trademark Application Number	Description of Trademark Applied For	Date of Trademark Application

SEE SCHEDULE A ATTACHED HERETO

The undersigned Credit Party and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

JuneBox.com, Inc.,
a Wisconsin corporation

By: Mary M Kabacinski
Name: MARY M KABACINSKI
Title: TREASURER

Acknowledged and Accepted:

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

By:_____
Name: Michael R. Heredia
Title: Managing Director

CHAR1\534194_1

The undersigned Credit Party and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

JuneBox.com, Inc.,
a Wisconsin corporation

By:_____
Name:_____
Title:_____

Acknowledged and Accepted:

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

By:_____
Name: Michael R. Heredia
Title: Managing Director

CHAR1\534194_1

Junebox.com, Inc.

U.S. Trademarks

Pending Applications

Mark	Serial No.	Filing Date
JUNEBOX	76-011,009	3/24/00
JUNEBOX.COM	76-007,557	3/24/00
JUNEBOX.COM MAKING TEACHING EASIER	76-007,554	3/24/00
JUNEBOX.COM and Design	76-008,811	3/24/00

DUR1\SDT\INTP\258192_1