

07-18-2000



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RECORDATION FORM COVER SHEET  
TRADEMARKS ONLYU.S. Department of Commerce  
Patent and Trademark Office  
TRADEMARK

6.9.00

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☐ Merger☐ Change of Name☒ Other Notice of Grant of Security InterestEffective Date  
Month Day Year

9/30/98

## 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 Partnership ☒ 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, 6<sup>th</sup> 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

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40.00 DP  
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TRADEMARK  
REEL: 002103 FRAME: 0804

**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

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.

#

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

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<br>Application Number | Description of Trademark<br>Applied For | Date of Trademark<br>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

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

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     |