

11-27-2000



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11-24-00

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
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

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/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City 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

FOR OFFICE USE ONLY

11/24/2000 AAHMED1 00000147 2301138

01 FC:481 40.00 OP

02 FC:482 75.00 OP

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: 002181 FRAME: 0564

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" value="2,301,138"/>	<input type="text" value="2,094,311"/>	<input type="text" value="2,094,312"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,680,283"/>	<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.

Debra M. Feins, Esq.

11/22/2000

Name of Person Signing

Signature

Date Signed

EXHIBIT A

A. Registered Trademarks*

MARK	REGISTRATION NO.
Contractor Tools and Supplies	2,301,138
Progressive MRO Distributor	2,094,311
MRO Today	2,094,312
Today's Distributor	1,680,283

*Assigned to Pfingsten Publishing, LLC by Spectrum Business Communications, Inc. on or about October 31, 2000

B. Pending Trademark Applications: Two are pending but cannot yet be filed against because statements have not been filed.

NOTICE 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 ("Pfungsten") 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 dated March 15, 2000, as amended among Pfungsten, the Administrative Agent and the Lenders, Pfungsten 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 31st day of October, 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 30 day of October, 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: [Signature]

My commission expires: 3/29/03



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 31st day of October, 2000.

ASSIGNEE:

MCG FINANCE CORPORATION, as Administrative Agent for the Lenders

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

THE COMMONWEALTH OF MASSACHUSETTS
SUFFOLK COUNTY

On this 31st day of October, 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

My commission expires: 8/30/07

