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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).

2.13.01

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
07-01-2000

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year
11-13-2000

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/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City State/Country Zip Code

- Individual General Partnership Limited Partnership 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.)
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

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Mail documents to be recorded with required cover sheet(s) information to:
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TRADEMARK
REEL: 002254 FRAME: 0897

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)

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.

Kimberly Gambrel

Name of Person Signing



Signature

2-8-01

Date Signed

TRADEMARK SECURITY AGREEMENT

WHEREAS, SMARTworks.com, Inc., an Ohio corporation with a place of business at 600 Albany Street, Dayton, Ohio 45408 (hereinafter "SMARTworks.com"), is using or intends to use the marks listed on the annexed Exhibit 1-A, which marks are registered or for which applications have been filed (the "Marks"); and

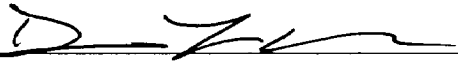
WHEREAS, SMARTworks.com is obligated to The Standard Register Company, an Ohio corporation with a place of business at 600 Albany Street, Dayton, Ohio 45408 (hereinafter "Standard Register"), pursuant to an Agreement dated July 1, 2000.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, SMARTworks.com hereby grants to Standard Register a security interest in, and lien on, the Marks, together with the goodwill of the business symbolized by the Marks, and the applications and registrations, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof, to secure the payment, performance and observance of the obligations set forth in the Agreement dated July 1, 2000.

This agreement shall be effective as of July 1, 2000.

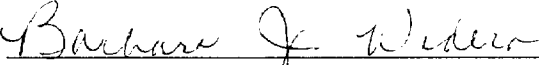
IN WITNESS WHEREOF, SMARTworks.com, through its duly authorized representative, has caused this Agreement to be executed below.

SMARTworks.com, Inc.

By 
Its President
Date Nov. 13, 2000

State of Ohio)
)ss:
County of Montgomery)

On this 13th day of November, 2000, before me, a Notary Public in and for the above county and State, personally appeared the above named DENNIS L. REDIKER, personally known to me, and acknowledged the execution of the foregoing agreement as a free act and deed for the purpose herein set forth.


Notary Public

BARBARA J. WIDERA, Notary Public
In and for the State of Ohio
My Commission Expires Aug. 3, 2003

EXHIBIT 1-A

REGISTRATIONS

<u>Country</u>	<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
USA	SMARTWORKS	2291987	November 16, 1999
USA	SMARTWORKS	2296325	November 30, 1999
USA	THE SMARTEST WAY TO WORK	2349847	May 16, 2000
USA	Juggling Man	2292058	November 16, 1999
Benelux	SMARTWORKS	622671	October 1, 1997
Mexico	SMARTWORKS	543557	June 7, 1996

PENDING APPLICATIONS

<u>Country</u>	<u>Mark</u>	<u>Application Serial No.</u>	<u>Filing Date</u>
USA(PR)	SMARTWORKS	_____	_____
USA(PR)	SMARTWORKS	_____	_____
Australia	SMARTWORKS	797674	June 18, 1999
Canada	SMARTWORKS	827237	October 29, 1996
New Zealand	SMARTWORKS	311155	June 16, 1999
New Zealand	SMARTWORKS	311157	June 16, 1999
New Zealand	SMARTWORKS	311156	June 16, 1999
South Africa	SMARTWORKS	97/15207	October 8, 1997

<u>Country</u>	<u>Mark</u>	<u>Application Serial No.</u>	<u>Filing Date</u>
USA	SMARTWORKS.COM	76/015559	April 3, 2000
Argentina	SMARTWORKS.COM	_____	_____
Argentina	SMARTWORKS.COM	_____	_____
Argentina	SMARTWORKS.COM	_____	_____
Argentina	SMARTWORKS.COM	_____	_____
Australia	SMARTWORKS.COM	_____	_____
Brazil	SMARTWORKS.COM	_____	_____
Brazil	SMARTWORKS.COM	_____	_____
Brazil	SMARTWORKS.COM	_____	_____
Brazil	SMARTWORKS.COM	_____	_____
Canada	SMARTWORKS.COM	_____	_____
Columbia	SMARTWORKS.COM	_____	_____
Columbia	SMARTWORKS.COM	_____	_____
Columbia	SMARTWORKS.COM	_____	_____
Columbia	SMARTWORKS.COM	_____	_____
CTM	SMARTWORKS.COM	_____	_____
India	SMARTWORKS.COM	_____	_____
India	SMARTWORKS.COM	_____	_____
India	SMARTWORKS.COM	_____	_____
India	SMARTWORKS.COM	_____	_____

<u>Country</u>	<u>Mark</u>	<u>Application Serial No.</u>	<u>Filing Date</u>
Mexico	SMARTWORKS.COM	_____	_____
Mexico	SMARTWORKS.COM	_____	_____
Mexico	SMARTWORKS.COM	_____	_____
Mexico	SMARTWORKS.COM	_____	_____
New Zealand	SMARTWORKS.COM	_____	_____
New Zealand	SMARTWORKS.COM	_____	_____
New Zealand	SMARTWORKS.COM	_____	_____
New Zealand	SMARTWORKS.COM	_____	_____
Norway	SMARTWORKS.COM	_____	_____
Switzerland	SMARTWORKS.COM	_____	_____
USA(PR)	SMARTWORKS.COM	_____	_____
USA(PR)	SMARTWORKS.COM	_____	_____
USA(PR)	SMARTWORKS.COM	_____	_____
USA(PR)	SMARTWORKS.COM	_____	_____

MISCELLANEOUS

smartworks.com domain name