

04-26-2001



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TRADEMARKS ONLY

4/13/01

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 Interest

Effective Date
Month Day Year
03/21/01

Conveying Party

☐ Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name CareerShop.Com, Inc.

03/21/01

Formerly

☐ Individual

☐ General Partnership

☐ Limited Partnership

☒ Corporation

☐ Association

☐ Other

☒ Citizenship/State of Incorporation/Organization

Florida

Receiving Party

☐ Mark if additional names of receiving parties attached

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

DBA/AKA/TA

Composed of

Address (line 1) One Independence Center

Address (line 2) 101 North Tryon Street, 15th Floor

Address (line 3) Charlotte

NC
State/Country

28255
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

Domestic Representative Name and Address

Enter for the first Receiving Party Only.

Name N/AAddress (line 1) Address (line 2) Address (line 3) Address (line 4) **Correspondent Name and Address**Area Code and Telephone Number (919) 286-8000Name Steven D. ThomasAddress (line 1) Moore & Van Allen, PLLCAddress (line 2) 2200 West Main StreetAddress (line 3) Suite 800Address (line 4) Durham, North Carolina 27705**Pages** Enter the total number of pages of the attached conveyance document including any attachments.# 4**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)

75/712,3461,944,252**Number of Properties**

Enter the total number of properties involved.

2**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 65.00

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:

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 April 16, 2001

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Please be advised that pursuant to the Security Agreement dated as of March 21, 2001 (as the same may be amended, modified, extended or restated from time to time, the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A., as collateral agent (the "Agent") for the Lenders referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Agent for the ratable benefit of the Lenders:

TRADEMARKS

<u>Trademark Registration No.</u>	Description of Trademark <u>Item</u>	Date of <u>Trademark</u>
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See attached.

TRADEMARK APPLICATIONS

<u>Trademark Application No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Application</u>
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See attached.

The Obligors and the 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,

CAREERSHOP.COM, INC.,
a Florida corporation

By: James C. Hunt
Name: JAMES C. HUNT
Title: SVP & CFO

Acknowledged and Accepted:

BANK OF AMERICA, N.A.,
as Agent

By: _____
Name: _____
Title: _____

The Obligors and the 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,

CAREERSHOP.COM, INC.,
a Florida corporation

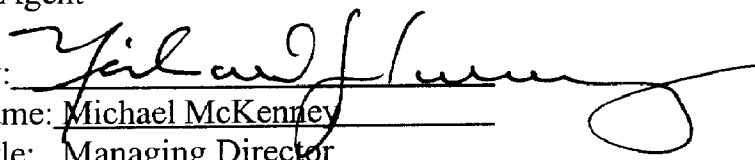
By: _____

Name: _____

Title: _____

Acknowledged and Accepted:

BANK OF AMERICA, N.A.,
as Agent

By:  _____

Name: Michael McKenney

Title: Managing Director

**CareerShop.com, Inc.
(Florida Corporation)**

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
CAREERSHOP	1,944,252	12/26/95

Pending Application

Mark	Appl. Ser. No.	Filing Date
CAREERTV	75-712,346	5/24/99