

05-17-2002

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
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102094553

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Willis Enterprises, Inc.
(see list attached) **5-6-02**

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State **Pennsylvania**
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: **Citizens Bank of Pennsylvania**
Internal
Address: **Suite 300**

Street Address: **3025 Chemical Road**
City: **Plymouth** State: **PA** Zip: **19462-1739**

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other **Bank**

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: **2/28/02**

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)

B. Trademark Registration No.(s)
See Exhibit D attached

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: **Paul J. Kennedy, Esq.**
Internal Address: **Pepper Hamilton**

Street Address: **3000 Two Logan Square,**
18th & Arch Streets

City: **Phila.** State: **PA** Zip: **19103**

6. Total number of applications and registrations involved: **5**

7. Total fee (37 CFR 3.41).....\$ **140.00**

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

OFFICE OF PUBLIC RECORDS
FINANCE SECTION
MAY -6 AM 7:38

9. 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.

Paul J. Kennedy
Name of Person Signing

Paul J. Kennedy
Signature

5/3/02
Date

Total number of pages including cover sheet, attachments, and document: **15**

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

102094553
43.00 OP
100.00 OF

TRADEMARK
REEL: 002507 FRAME: 0913

RECORDATION FORM COVER SHEET - TRADEMARKS ONLY

ADDITIONAL CONVEYING PARTIES

Willis Systems, Inc. (Pennsylvania corporation)

OSBR, Inc. (Pennsylvania corporation)

Storecast Merchandising Corporation (New Jersey corporation)

Adobe Sales Company (Pennsylvania corporation)

Storecast Mechandising Corporation of California (California corporation)

EXHIBIT D**TRADEMARK COLLATERAL**

TRADEMARK DESCRIPTION	COUNTRY/ STATE	SERIAL NO.	REG NO.	STATUS	OWNER
IMPACT MERCHANDISING SERVICES	Pennsylvania		2702559	Registered: 6/27/96	Storecast Merchandising Corporation (successor by merger to Impact Merchandising Services, Inc.)
SMC and Design	United States	74470620	1908727	Registered: 8/1/95	Storecast Merchandising Corporation (successor by name change to Storecast Corporation of America)
STORECASTING and Design	United States	71498728	0426987	Registered: 1/21/47; Renewed: 8/11/87	Storecast Merchandising Corporation (successor by name change to Storecast Corporation of America)
STORECASTING	United States	72436321	0985659	Registered: 6/4/74; Renewed: 7/26/94	Storecast Merchandising Corporation (successor by name change to Storecast Corporation of America)
STORECAST	United States	72223917	0817146	Registered: 10/18/66; Renewed: 4/14/87	Storecast Merchandising Corporation (successor by name change to Storecast Corporation of America)

OTHER TRADEMARK COLLATERAL**Common Law Trademarks**

Common law trademarks, including without limitation "Leading Professional Merchandising" and "The Power of WE".

Internet Domain Names

Internet domain names, including without limitation "www.storecast.com" and "www.willisenterprises.com".

IP SECURITY AGREEMENT

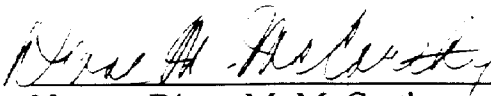
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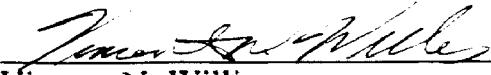
TRADEMARK**REEL: 002507 FRAME: 0915**

IN WITNESS WHEREOF, the parties hereto have executed this IP Agreement on the day and year first above written.

WITNESS:

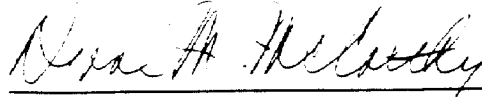
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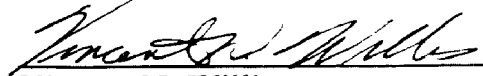
By: 
Name: Diane M. McCarthy
Title: Chief Financial Officer

By: 
Vincent N. Willis
Title: President

WITNESS:


WILLIS SYSTEMS, INC.

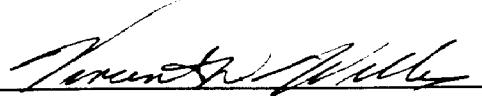
By: 
Name: Diane M. McCarthy
Title: Chief Financial Officer

By: 
Vincent N. Willis
Title: President

WITNESS:

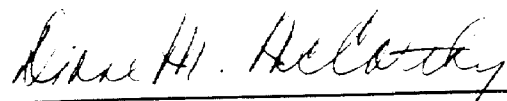
OSBR, INC.

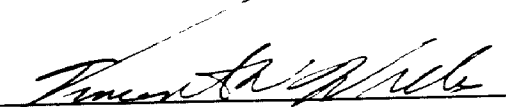
By: 
Name: Diane M. McCarthy
Title: Chief Financial Officer

By: 
Vincent N. Willis
Title: President

WITNESS:

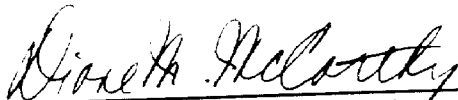
STORECAST MERCHANDISING CORPORATION


By: 
Name: Diane M. McCarthy
Title: Chief Financial Officer

By: 
Vincent N. Willis
Title: President

WITNESS:

ADOBE SALES COMPANY

By: 
Name: Diane M. McCarthy
Title: Chief Financial Officer

By: 
Vincent N. Willis
Title: President

WITNESS:

STORECAST MERCHANDISING
CORPORATION OF CALIFORNIA

By:

Diane M. McCarthy
Name: Diane M. McCarthy
Title: Chief Financial Officer

By:

Vincent N. Willis
Name: Vincent N. Willis
Title: President

CITIZENS BANK OF PENNSYLVANIA

By:

Nancy S. Krewson
Name: Nancy S. Krewson
Title: Vice President

COMMONWEALTH OF PENNSYLVANIA)
) :ss.
COUNTY OF PHILADELPHIA)

On this, the 28 day of February 2002, before me FLORENCE M. COHEN, the undersigned officer, personally appeared Vincent N. Willis, who acknowledged him/herself to be the President of WILLIS ENTERPRISES, INC., a corporation, and that as such, President, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by him/herself as President.

In witness whereof, I hereunto set my hand and official seals.

[seal]

Florence M. Cohen
NOTARY PUBLIC

Notarial Seal
Florence M. Cohen, Notary Public
Philadelphia, Philadelphia County
My Commission Expires Feb. 21, 2004
Member, Pennsylvania Association of Notaries

COMMONWEALTH OF PENNSYLVANIA)
) :ss.
COUNTY OF PHILADELPHIA)

On this, the 28 day of February 2002, before me FLORENCE M. COHEN, the undersigned officer, personally appeared Vincent N. Willis who acknowledged him/herself to be the President of WILLIS SYSTEMS, INC., a corporation, and that as such, President, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by him/herself as President.

In witness whereof, I hereunto set my hand and official seals.

[seal]


NOTARY PUBLIC

Notarial Seal
Florence M. Cohen, Notary Public
Philadelphia, Philadelphia County
My Commission Expires Feb. 21, 2004
Member, Pennsylvania Association of Notaries

STATE OF PENNSYLVANIA)
):SS.
COUNTY OF PHILADELPHIA)

On this 28 day of February, 2002, before me FLORENCE M. COHEN, the undersigned officer, personally appeared Vincent N. Willis, who acknowledged him/herself to be the President of OSBR, Inc., and that as such, President, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by him/herself as President.

In witness whereof, I hereunto set my hand and official seals.

[seal]


NOTARY PUBLIC

Notarial Seal
Florence M. Cohen, Notary Public
Philadelphia, Philadelphia County
My Commission Expires Feb. 21, 2004
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COMMONWEALTH OF PENNSYLVANIA)
) :SS.
COUNTY OF PHILADELPHIA)

On this, the 28 day of February 2002, before me FLORENCE M. COHEN, the undersigned officer, personally appeared Vincent M. Willis, who acknowledged him/herself to be the President of STORECAST MERCHANDISING CORPORATION, a corporation, and that as such, President, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by him/herself as President.

In witness whereof, I hereunto set my hand and official seals.

[seal]


NOTARY PUBLIC

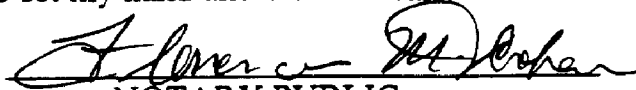
Notarial Seal
Florence M. Cohen, Notary Public
Philadelphia, Philadelphia County
My Commission Expires Feb. 21, 2004
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COMMONWEALTH OF PENNSYLVANIA)
) :ss.
COUNTY OF PHILADELPHIA)

On this, the 28 day of February 2002, before me FLORENCE M. COHEN, the undersigned officer, personally appeared Vincent N. Willis, who acknowledged him/herself to be the President of ADOBE SALES COMPANY, a corporation, and that as such, President, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by him/herself as President.

In witness whereof, I hereunto set my hand and official seals.

[seal]

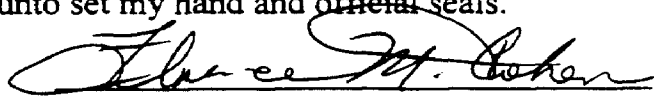

NOTARY PUBLIC

Notarial Seal
Florence M. Cohen, Notary Public
Philadelphia, Philadelphia County
Commission Expires Feb. 21, 2004
Pennsylvania Association of Notaries

COMMONWEALTH OF PENNSYLVANIA)
) :SS.
COUNTY OF PHILADELPHIA)

On this, the 28 day of February 2002, before me FLORENCE M. COHEN, the undersigned officer, personally appeared Vincent N. Willis, who acknowledged him/herself to be the President of STORECAST MERCHANDISING CORPORATION OF CALIFORNIA, a corporation, and that as such, President being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by him/herself as President.

In witness whereof, I hereunto set my hand and official seals.


NOTARY PUBLIC

[SEAL]

Notarial Seal
Florence M. Cohen, Notary Public
Philadelphia, Philadelphia County
My Commission Expires Feb. 21, 2004
Member, Pennsylvania Association of Notaries

EXHIBIT A
SOFTWARE
DESCRIPTION OF SOFTWARE COLLATERAL

All Computer Software Collateral (as defined in the IP Agreement).

EXHIBIT B**COPYRIGHT COLLATERAL**

<u>COPYRIGHT DESCRIPTION</u>	<u>DATE OF CREATION</u>	<u>FIRST DATE OF PUBLICATION</u>	<u>REGISTRATION NUMBER AND COUNTRY OF REGISTRATION</u>	<u>ORIGINAL AUTHOR OR OWNER OF COPYRIGHT (IF DIFFERENT FROM DEBTOR)</u>
Storecast Merchandiser's Manual		Registered: March 6, 1967 Renewed: March 3, 1995	Original Registration Number: A903667; United States Renewal Registration Number: RE-707-435; United States	Storecast Merchandising Corporation (f/k/a Storecast Corporation of America)

IP SECURITY AGREEMENT

PHLEGAL: #1218489

TRADEMARK
REEL: 002507 FRAME: 0925

EXHIBIT C

PATENT COLLATERAL

PATENT DESCRIPTION	DOCKET NO.	COUNTRY	SERIAL NO.	FILING DATE	STATUS
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All Patent Collateral (as defined in the IP Agreement).

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STORECASTING	United States	72436321	0985659	Registered: 6/4/74; Renewed: 7/26/94	Storecast Merchandising Corporation (successor by name change to Storecast Corporation of America)
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