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06-14-2002



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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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To the Honorable Commissioner of Patent

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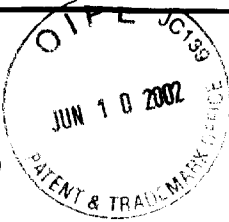
Send original documents or copy thereof.

10\$

1. Name of conveying party(ies):

Publishers Clearing House

6.10.02



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

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

2. Name and address of receiving party(ies):

Name: CIT Group/Business Credit, Inc.

Internal Address: _____

Street Address: 1211 Avenue of the Americas

City New York State: NY ZIP: 10036

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State New York
- Other _____

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
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: May 9, 2002

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

See attached Schedule 1

B. Trademark registration No.(s)

See attached Schedule 1

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Rosalind Rodburg

Internal Address: Latham & Watkins

Street Address: 885 Third Avenue

Suite 1000

City: New York State: NY ZIP: 10022

6. Total number of applications and registrations involved: _____

23

7. Total fee (37 CFR 3.41):..... \$ 590.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: _____

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

06/13/2002 LNUELLER 00000296 1943920

DO NOT USE THIS SPACE

01 FC:481 40.00 DP
02 FC:482 550.00 DP

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.

Rosalind Rodburg

Name of Person Signing

Rosalind Rodburg 6/5/02

Signature

Date

Total number of pages comprising cover sheet: _____

MARKS:

U.S. FEDERAL SERVICE MARK REGISTRATIONS *

April 2002

<i>Mark and File Reference</i>	<i>Registration No. and Registration Date</i>	<i>Description of Goods / Services and International Class</i>
CAMPUS SUBSCRIPTIONS, INC. 16007-0076	1,943,920 December 26, 1995	Promoting the sale of goods and services of others through the distribution of printed material and promotional contests in Class 35; selling magazines on a subscription basis for others; mail order services in the field of general merchandise in Class 42.
CS (Stylized) 16007-0077	1,950,730 January 23, 1996	Selling magazines on a subscription basis for others; and promoting the sale of goods and services of others through the distribution of printed material and promotional contests in Class 35; mail order services in the field of general merchandise in Class 42.
House/Envelope Design 16007-0002	1,283,590 June 26, 1984	Promoting the sale of magazine subscriptions for others in Class 35.
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* All U.S. federal registrations are owned by Publishers Clearing House a New York Limited Partnership, composed of PCH Executives Inc. a Delaware corporation as General Partner.

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MAGAZINE ACTION LINE 16007-0001	1,211,815 October 5, 1982	Clearinghouse services for magazine subscribers to resolve magazine subscription problems in Class 35.
PCH 16007-0003	1,371,841 November 19, 1985	Selling magazines on a subscription basis for others in Class 42.
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PUBLISHERS CLEARING HOUSE 16007-0024	1,611,700 August 28, 1990	Retail outlet and mail order services in the field of general merchandise in Class 42.
PUBLISHERS CLEARING HOUSE 16007-0023	1,611,504 August 28, 1990	Promoting the sale of goods and services of others through the distribution of printed material and promotional contests in Class 35.

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SWEEPSMARTS 16007-0234	2,333,348 March 21, 2000	Educational programs, namely, conducting workshops and seminars regarding promotional contest programs, in Class 41; and telephone hotline counseling namely, offering advice regarding promotional contest programs; and consulting services in the field of promotional contest programs, in Class 42.
Telemarketing Design 16007-0007	1,493,471 June 21, 1988	Telephone marketing services in Class 35.
THE CLEARING HOUSE 16007-0031	1,729,742 November 3, 1992	Promoting the sale of goods and services of others through the distribution of printed material and promotional contests in Class 35.
THE CLEARING HOUSE 16007-0032	1,719,009 September 22, 1992	Retail outlet and mail order services in the field of general merchandise in Class 42.

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THE POWER LINE 16007-0012	1,538,409 May 9, 1989	Telephone marketing services in Class 35.

U.S. FEDERAL SERVICE MARK APPLICATIONS *

April 2002

Mark and File Reference	Application No. & Application Date	Description of Goods / Services and International Class
IT'S ALL ABOUT WINNING 16007-03-0259	75/871,697 December 15, 1999	On-line retail services featuring general merchandise; offering magazines on a subscription basis for others via a global computer network; promoting the sale of goods of others through promotional contests on a global computer network, in Class 35.
PCH.COM 51939-03-0002	75/871,694 December 15, 1999	On-line retail services featuring general merchandise; Selling magazines on a subscription basis for others via a global computer network; Promoting the sale of goods of others through promotional contests on a global computer network in Class 35.
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1-NY/1419476.1

5

Mark and File Reference	Application No. & Application Date	Description of Goods / Services and International Class
PUBLISHERS CLEARING HOUSE SUPER DEAL! SPECIAL VALUE OPPORTUNITY Plus House and Seal Design 16007-03-0293	76/324,018 October 11, 2001	Offering magazines on a subscription basis for others; mail order services in the field of general merchandise; electronic retailing services via a computer in the field of general merchandise; and promoting the sale of goods and services of others through the distribution of printed material in connection with promotional contests, on web sites on a global computer network, in Class 35.

FOREIGN SERVICE MARK REGISTRATIONS **

April 2002

<i>Mark and File Reference</i>	<i>Country</i>	<i>Registration No. and Registration Date</i>	<i>Description of Goods / Services and International Class</i>
House/Envelope Design 16007-0006	Canada	297,580 November 30, 1984	Magazine subscription services.
PCH 16007-0082	Canada	474,716 April 14, 1997	Promoting the sale of magazine subscriptions for others; mail order services in the field of general merchandise; and the operation and management of sweepstakes and prize draws.
PUBLISHERS CLEARING HOUSE 16007-0080	Canada	TMA498,354 August 6, 1998	Promoting the sale of magazine subscriptions for others; mail order services in the field of general merchandise; services in relation to the operation and management of sweepstakes and prize draws.
THE CLEARING HOUSE 16007-0081	Canada	TMA546,022 June 1, 2001	Promoting the sale of magazine subscriptions for others; mail order services in the field of general merchandise; services in relation to the operation and management of sweepstakes and prize draws.
PUBLISHERS CLEARING HOUSE 16007-0083	France	94/532,040 February 24, 1995	Advertising, promoting the sale and procuring of magazine subscriptions for others; sales promotion of goods and services in the field of general merchandise; distribution of publications and printed material relating to advertising and promotional services; and services in relation to the operation and management of sweepstakes and prize draws.

* All foreign service mark registrations are in the name of Publishers Clearing House.

1-NY/1419476.1

7

Mark and File Reference	Country	Registration No. and Registration Date	Description of Goods / Services and International Class
PUBLISHERS CLEARING HOUSE 16007-0084	Germany	2,913,351 August 6, 1996	Advertising, promoting the sale and procuring of magazine subscriptions for others; mail-order services in the field of general merchandise; and services in relation to the operation and management of sweepstakes and prize draws.
PUBLISHERS CLEARING HOUSE 16007-0085	Mexico	494,824 June 16, 1995	Promoting the sale of magazine subscriptions for others; mail order services in the field of general merchandise and services in relation to the operation and management of sweepstakes and prize draws in Class 35.
House/Envelope Design 16007-0070 and -0071	U.K.	1561418 February 4, 1994	Promoting the sale of magazines and newspaper subscriptions for others; distribution of publications and printed materials relating to advertising and promotional services; assistance, advisory and management services, all relating to the setting up and operation of mail order sales in Class 35; Operation and management of sweepstakes and prize draws in Class 36.
PUBLISHERS CLEARING HOUSE 16007-0068 and -0069	U.K.	1561420 February 4, 1994	Promoting the sale of magazine and newspaper subscriptions for others; promoting the sale of printed matter and services relating to such sales; promotion services relating to the sale of goods and services; assistance, advisory and management services, all relating to the setting up and operation of mail order sales, in Class 35; Services in relation to the operation and management of sweepstakes and prize draws in Class 36.
PUBLISHERS CLEARING HOUSE 16007-0127	U.K.	2011232 February 15, 1995	Promoting the sale of magazines and newspaper subscriptions for others; promotion and sale of goods and services; distribution of publications and printed material relating to advertising and promotional services; advisory and management services, all relating to the setting up and operation of mail order sales in Class 35; Services in relation to the operation and management of sweepstakes and prize draws in Class 36.

Mark and File Reference	Country	Registration No. and Registration Date	Description of Goods / Services and International Class
SWEEPSMARTS 16007-0262	U.K.	2218386 November 24, 2000	Educational programs, namely, conducting workshops and seminars regarding promotional contest programs, in Class 41; Telephone hotline counseling, namely offering advice regarding promotional contest programs; and consulting services in the field of promotional contest programs, in Class 42.

FOREIGN SERVICE MARK APPLICATIONS *

April 2002

Mark and File Reference	Country	Application No. and Application Date	Description of Goods / Services and International Class
IT'S ALL ABOUT WINNING 16007-03-0272	Canada	1,063,291 June 14, 2000	On-line retail services featuring general merchandise; selling magazines on a subscription basis for others via a global computer network; promoting the sale of goods of others through promotional contests on a global computer network.
PCH.COM 51939-03-0007	Canada	1,063,290 June 14, 2000	On-line retail services featuring general merchandise; selling magazines on a subscription basis for others via a global computer network; promoting the sale of goods of others through promotional contests on a global computer network.
PCH.COM Plus House Design 51939-03-0009	Canada	1,063,289 June 14, 2000	On-line retail services featuring general merchandise; selling magazines on a subscription basis for others via a global computer network; promoting the sale of goods of others through promotional contests on a global computer network.
PCH.COM PUBLISHERS CLEARING HOUSE Plus House Design	Canada	1,063,288 June 14, 2000	On-line retail services featuring general merchandise; selling magazines on a subscription basis for others via a global computer network; promoting the sale of goods of others through promotional contests on a global computer network.
SWEEPSMARTS 16007-03-0261	Canada	1,040,440 December 20, 1999	Educational programs, namely, conducting workshops and seminars regarding promotional contest programs; telephone hotline counseling, namely, offering advice regarding promotional contest programs; and consulting services in the field of promotional contest programs.

* All foreign applications are in the name of Publishers Clearing House.

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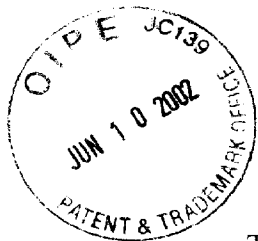
Mark and File Reference	Country	Application No. and Application Date	Description of Goods / Services and International Class
IT'S ALL ABOUT WINNING 16007-03-0273	European Community	001704279 June 14, 2000	On-line retail services featuring general merchandise; selling magazines on a subscription basis for others via a global computer network; promoting the sale of goods of others through promotional contests on a global computer network, in Class 35.
PCH.COM 51939-03-0008	European Community	001704345 June 13, 2000	On-line retail services featuring general merchandise; selling magazines on a subscription basis for others via a global computer network; promoting the sale of goods of others through promotional contests on a global computer network, in Class 35.
PCH.COM Plus House Design 51939-03-0010	European Community	001704717 June 13, 2000	On-line retail services featuring general merchandise; selling magazines on a subscription basis for others via a global computer network; promoting the sale of goods of others through promotional contests on a global computer network, in Class 35.
PCH.COM PUBLISHERS CLEARING HOUSE Plus House Design 51939-03-0012	European Community	001704998 June 13, 2000	On-line retail services featuring general merchandise; selling magazines on a subscription basis for others via a global computer network; promoting the sale of goods of others through promotional contests on a global computer network, in Class 35.
PUBLISHERS CLEARING HOUSE 16007-0167	European Community	1014992 December 11, 1998	Selling magazines on a subscription basis for others; administrative processing of orders in connection with services featuring general merchandise and processing of orders in connection with services featuring general merchandise and rendered by a mail order company; business management consultancy, including assistance and advising in the establishment and management of electronic retailing via a computer in the field of general merchandise, in Class 35; and services in relation to the operation and management of sweepstakes and prize draws, in Class 36.

Mark and File Reference	Country	Application No. and Application Date	Description of Goods / Services and International Class
PUBLISHERS CLEARING HOUSE SUPER DEAL! SPECIAL VALUE OPPORTUNITY Plus House and Seal Design 16007-03-0295	United Kingdom	March 18, 2002	Offering magazines on a subscription basis for others; mail order services in the field of general merchandise; electronic retailing services via a computer in the field of general merchandise; and promoting the sale of goods and services of others through the distribution of printed material in connection with promotional contests, on web sites on a global computer network, in Class 35.

PATENTS:

1. Title: "Method for processing for mail"
Number: 5659163
Issued: August 19, 1997
Owner: Publishers Clearing House

2. Title: "Method for processing mail in a sweepstakes contest"
Number: 5898153
Issued: April 27, 1999
Owner: Publishers Clearing House



INTELLECTUAL PROPERTY SECURITY AGREEMENT

This INTELLECTUAL PROPERTY SECURITY AGREEMENT, dated as of May 9, 2002 (as amended, supplemented or otherwise modified from time to time, the "Intellectual Property Security Agreement"), is made by each of the signatories hereto (collectively, the "Grantors") in favor of the CIT Group/Business Credit, Inc. ("CIT").

WHEREAS, Publishers Clearing House, a New York limited partnership ("Publishers Clearing House") and pch.com llc, a Delaware limited liability company ("pch.com"; collectively with Publishers Clearing House, the "Co-Borrowers"), have entered into a Financing Agreement, dated as of May 9, 2002 (as amended, supplemented, replaced or otherwise modified from time to time, the "Financing Agreement"), with CIT. Capitalized terms used and not defined herein have the meanings given such terms in the Financing Agreement.

WHEREAS, it is a condition precedent to the obligation of CIT to make the extensions of credit to the Co-Borrowers under the Financing Agreement that the Grantors shall have executed and delivered this Intellectual Property Security Agreement.

WHEREAS, under the terms of the Financing Agreement, the Grantors have granted a security interest in certain Property, including, without limitation, certain Intellectual Property of the Grantors to CIT, and have agreed as a condition thereof to execute this Intellectual Property Security Agreement for recording with the United States Patent and Trademark Office and other applicable Governmental Authorities.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantors agree as follows:

SECTION 1. Grant of Security. Each Grantor hereby grants to CIT a security interest in and to all of such Grantor's right, title and interest in and to the following (the "Intellectual Property Collateral"), as collateral security for the prompt and complete payment and performance when due (whether at the stated maturity, by acceleration or otherwise) of such Grantor's Obligations:

(a) (i) all trademarks, service marks, trade names, corporate names, company names, business names, trade dress, trade styles, logos, or other indicia of origin or source identification, trademark and service mark registrations, and applications for trademark or service mark registrations and any new renewals thereof, including, without limitation, each registration and application identified in Schedule 1, (ii) the right to sue or otherwise recover for any and all past, present and future infringements and misappropriations thereof, (iii) all income, royalties, damages and other payments now and hereafter due and/or payable to Grantors with respect thereto (including, without limitation, payments under all licenses entered into in connection therewith, and damages and payments for past, present or future infringements thereof), and (iv) all other rights of any kind whatsoever of such Grantor accruing thereunder or pertaining thereto, together in each case with the goodwill of the business connected with the use of, and symbolized by, each of the above (collectively, the "Trademarks");

(b) (i) all patents, patent applications and patentable inventions, including, without limitation, each patent and patent application identified in Schedule 1, (ii) all inventions

and improvements described and claimed therein, (iii) the right to sue or otherwise recover for any and all past, present and future infringements and misappropriations thereof, (iv) all income, royalties, damages and other payments now and hereafter due and/or payable to Grantors with respect thereto (including, without limitation, payments under all licenses entered into in connection therewith, and damages and payments for past, present or future infringements thereof), and (v) all reissues, divisions, continuations, continuations-in-art, substitutes, renewals, and extensions thereof, all improvements thereon and all other rights of any kind whatsoever of such Grantor accruing thereunder or pertaining thereto (collectively, the "Patents");

(c) (i) all trade secrets and all confidential and proprietary information, including know-how, manufacturing and production processes and techniques, inventions, research and development information, technical data, financial, marketing and business data, pricing and cost information, business and marketing plans, and customer and supplier lists and information, including, without limitation, any of the foregoing identified in Schedule 1, (ii) the right to sue or otherwise recover for any and all past, present and future infringements and misappropriations thereof, (iii) all income, royalties, damages and other payments now and hereafter due and/or payable to Grantors with respect thereto (including, without limitation, payments under all licenses entered into in connection therewith, and damages and payments for past, present or future infringements thereof), and (iv) all other rights of any kind whatsoever of such Grantor accruing thereunder or pertaining thereto (collectively, the "Trade Secrets");

(d) (i) all licenses or agreements, whether written or oral, providing for the grant by any Grantor of: (A) any right to use any Trademark or Trade Secret, (B) any right to manufacture, use or sell any invention covered in whole or in part by a Patent, and (C) any right under any Copyright including, without limitation, the grant of rights to manufacture, distribute, exploit and sell materials derived from any Copyright including, without limitation, any of the foregoing identified in Schedule 1, (ii) the right to sue or otherwise recover for any and all past, present and future infringements and misappropriations of any of the foregoing, (iii) all income, royalties, damages and other payments now and hereafter due and/or payable to Grantors with respect thereto (including, without limitation, payments under all licenses entered into in connection therewith, and damages and payments for past, present or future infringements thereof), and (iv) all other rights of any kind whatsoever of such Grantor accruing thereunder or pertaining thereto; and

(e) any and all proceeds of the foregoing.

SECTION 2. Recordation. Each Grantor authorizes and requests that the Commissioner of Patents and Trademarks and any other applicable government officer record this Intellectual Property Security Agreement.

SECTION 3. Execution in Counterparts. This Agreement may be executed in any number of counterparts (including by telecopy), each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement.

SECTION 4. Governing Law. **THIS INTELLECTUAL PROPERTY SECURITY AGREEMENT SHALL BE GOVERNED BY, AND CONSTRUED AND**

INTERPRETED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK.

SECTION 5. Conflict Provision. This Intellectual Property Security Agreement has been entered into in conjunction with the provisions of the Financing Agreement. The rights and remedies of each party hereto with respect to the security interest granted herein are without prejudice to, and are in addition to those set forth in the Financing Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Intellectual Property Security Agreement are in conflict with the Financing Agreement, the provisions of the Financing Agreement shall govern.

IN WITNESS WHEREOF, each of the undersigned has caused this Intellectual Property Security Agreement to be duly executed and delivered as of the date first above written.

PUBLISHERS CLEARING HOUSE

By: PCH EXECUTIVES INC.,
its General Partner

By: 
Title: *President*

MARKS:

U.S. FEDERAL SERVICE MARK REGISTRATIONS *

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