

03-07-2003

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Form PTO-1594

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(Rev. 10/02)

OMB No. 0651-0027 (exp. 6/30/2005)



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

Tab settings ⇌ ⇌ ⇌ ▼

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

1. Name of conveying party(ies):

Bernard C. Harris Publishing Company, Inc.

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: 1/22/03

2. Name and address of receiving party(ies)

Name: Brown Brothers Harriman & Co.

Internal

Address: Attn: Barbara Flight, SVP

Street Address: 40 Water Street

City: Boston State: MA Zip: 02109-3661

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2,286,015

Additional number(s) attached  Yes  No

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

Name: Debra M. Feins, Esq.

Internal Address: Debra M. Feins, Esq., PC

Street Address: 23 Galloway Lane

City: Bedford State: NH Zip: 03110-5718

6. Total number of applications and registrations involved: 12

7. Total fee (37 CFR 3.41) \$ 315.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

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MAR - 7 11:15  
COMM-FIELD OFFICE

DO NOT USE THIS SPACE

9. Signature.

Debra M. Feins, Esq.

Name of Person Signing

Signature

3/6/03

Date

Total number of pages including cover sheet, attachments, and document: 6

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

TRADEMARK  
REEL: 002685 FRAME: 0398

03/07/2003 TDIAZI 00000107 2286015  
01 FC:8521 40.00 OP  
02 FC:8522 275.00 OP

**RECORDATION FROM COVERSHEET  
TRADEMARKS ONLY  
CONTINUATION FORM**

**CONTINUATION OF ITEM 4: TRADEMARK REGISTRATION NUMBERS**

**CONVEYING PARTY: BERNARD C. HARRIS PUBLISHING COMPANY, INC.  
A NEW YORK CORPORATION**

**RECEIVING PARTY: BROWN BROTHERS HARRIMAN & CO.  
A NEW YORK GENERAL PARTNERSHIP**

Trademarks Registrations:

<b>REGISTRATION NO.</b>	<b>MARK</b>	<b>REGISTRATION DATE</b>
2,286,015	Member Connections	October 12, 1999
2,098,422	Donorprofile	September 16, 1997
1,890,122	Career and Accomplishments Program	April 18, 1995
2,065,363	Gradlink	May 27, 1997
1,714,263	The Graduate Connection	September 8, 1992
2,216,665	Alumni Connections	January 5, 1999
1,654,477	Lost & Found	August 20, 1991
1,650,389	The Information Advantage	July 9, 1991
1,653,256	The Direct Mail Difference	August 6, 1991
1,667,004	PrintPlus	December 3, 1991
76/023,355	Wheresfrankie (U.S)	Renewal pending
1,049,593	Wheresfrankie (Canada)	Application pending

## NOTICE OF GRANT 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 January 22, 2003 between BERNARD C. HARRIS PUBLISHING COMPANY, INC., a New York corporation ("Harris") and BROWN BROTHERS HARRIMAN & CO., a New York general partnership (the "Lender") (as amended, supplemented, restated or otherwise modified from time to time), Harris has granted to the Lender, 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 Harris to the Lender 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.

**EXHIBIT A**

## Registered Trademarks

<b>REGISTRATION NO.</b>	<b>MARK</b>	<b>REGISTRATION DATE</b>
2,286,015	Member Connections	October 12, 1999
2,098,422	Donorprofile	September 16, 1997
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1,667,004	PrintPlus	December 3, 1991
76/023,355	Wheresfrankie (U.S)	Renewal pending
1,049,593	Wheresfrankie (Canada)	Application pending

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 22<sup>nd</sup> day of January, 2003.

BERNARD C. HARRIS PUBLISHING COMPANY, INC.

BROWN BROTHERS HARRIMAN & CO.

By: Ruth V. Brophy  
Ruth V. Brophy  
Senior Vice President

By: \_\_\_\_\_  
Jared Keyes  
Managing Director

THE COMMONWEALTH OF MASSACHUSETTS  
SUFFOLK COUNTY

On this \_\_\_\_ day of January, 2003, before me personally appeared Jared Keyes, a Managing Director of BROWN BROTHERS HARRIMAN & CO., 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 Massachusetts bank, and acknowledged said instrument so executed to be his free act and deed in said capacity and the free act and deed of said Massachusetts bank.

Notary Public: \_\_\_\_\_

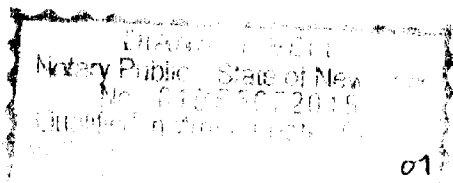
My commission expires: \_\_\_\_\_

STATE OF NEW YORK  
COUNTY OF WESTCHESTER, SS

On this 22<sup>nd</sup> day of January, 2003, before me personally appeared the above named Ruth V. Brophy, Senior Vice President, of BERNARD C. HARRIS PUBLISHING COMPANY, INC., a New York 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 corporation, and acknowledged said instrument so executed to be her free act and the free act and deed of said corporation.

Notary Public: Deana J. Bell

My commission expires: 1-21-07



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 \_\_\_ day of January, 2003.

BERNARD C. HARRIS PUBLISHING COMPANY, INC.

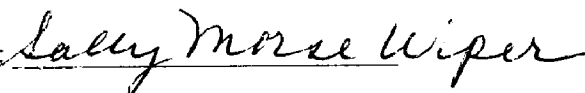
BROWN BROTHERS HARRIMAN & CO.

By: \_\_\_\_\_  
Ruth V. Brophy  
Senior Vice President

By:   
Jared Keyes  
Managing Director

THE COMMONWEALTH OF MASSACHUSETTS  
SUFFOLK COUNTY

On this 22<sup>nd</sup> day of January, 2003, before me personally appeared Jared Keyes, a Managing Director of BROWN BROTHERS HARRIMAN & CO., 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 Massachusetts bank, and acknowledged said instrument so executed to be his free act and deed in said capacity and the free act and deed of said Massachusetts bank.

Notary Public:   
My commission expires: May 13, 2005

STATE OF NEW YORK  
COUNTY OF WESTCHESTER, SS

On this \_\_\_ day of January, 2003, before me personally appeared the above named Ruth V. Brophy, Senior Vice President, of BERNARD C. HARRIS PUBLISHING COMPANY, INC., a New York 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 corporation, and acknowledged said instrument so executed to be her free act and the free act and deed of said corporation.

Notary Public: \_\_\_\_\_  
My commission expires: \_\_\_\_\_