

FORM PTO-1594
1-31-92

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

<p>1. Name of conveying party(ies):</p> <p>PENN EMBLEM COMPANY 10909 Dutton Road Philadelphia, Pennsylvania 19154</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation - State of Pennsylvania <input type="checkbox"/> Other</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: <u>WACHOVIA BANK</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>123 South Broad Street</u></p> <p>City: <u>Philadelphia</u> State: <u>Pennsylvania</u> ZIP: <u>19109</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input checked="" type="checkbox"/> Association - <u>National Banking</u> <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input type="checkbox"/> Corporation - _____ <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from Assignment) Additional name(s) and address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other</p> <p>Execution Date: <u>July 25, 2003</u></p>	

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

A. Trademark Application No.(s) B. Trademark Registration No.(s)
SEE SCHEDULE OF TRADEMARKS TO BE RECORDED

Additional numbers attached? Yes No

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Robert W. Smith</u></p> <p>Internal Address: <u>McCarte & English, LLP</u> <u>4 Gateway Center</u></p> <p>Street Address: <u>100 Mulberry Street</u></p> <p>City: <u>Newark</u> State: <u>NJ</u> ZIP: <u>07101</u></p>	<p>6. Total number of applications and registrations involved: <u>21</u></p> <p>7. Total Fee (37 CFR 3.41): <u>\$540.00</u></p> <p><input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: <u>502639</u> (Attach duplicate copy of this page if paying by deposit account)</p>
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DO NOT USE THIS SPACE

9. Statement and Signature.

To the best of your knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Robert W. Smith August 8, 2003
Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 4

CH \$540.00 502639 76390112

SCHEDULE OF TRADEMARKS TO BE RECORDED

<u>TRADEMARK</u>	<u>REG./SERIAL NOS.</u>
COLOR MATES	2,292,329
COLORPRINT	2,193,268
COMFORT TAPE	1,976,741
EXPRESSPRINT	2,465,328
INNOVATION IN IDENTIFICATION	2,265,322
MISSION EMBLEM	2,081,791
PENN BOND	1,087,393
PENN BOND 2000	1,985,449
PENN EMBLEM	76/465008 (Actual Use)
PENN SCAN	1,617,445
PENN SEAL	1,306,169
PENN SPORTS	2,680,583
PENN TEXT	1,358,167
PENNBRITE	2,636,444
PENNBROIDERY	2,080,074
PENN-SOLV	1,754,698
PENNSTITCH	2,726,649
PENNTRANS	2,637,142
PHOTO CARD	1,970,136
ROUTESCAN	1,615,546
THE PENN COMPANIES	76/390112 (Actual Use)

TRADEMARK COLLATERAL ASSIGNMENT

WHEREAS, Penn Emblem Company (the "Borrower") located at 10909 Dutton Road, Philadelphia, PA 19154, has adopted, used and is using the marks shown in the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Borrower is obligated to Wachovia Bank, National Association ("Lender") located at 123 South Broad Street, Philadelphia, PA 19109 pursuant to a certain Fourth Amended and Restated Credit and Security Agreement dated July 25, 2003 between Borrower and of Lender (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreement"); and

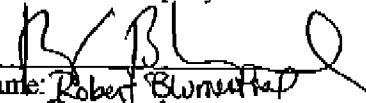
WHEREAS, pursuant to the Agreement, Borrower is granting to Lender a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Borrower does hereby assign unto Lender and grant to Lender a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which assignment and security interest shall secure all the Indebtedness (as defined in the Agreement) and the performance of all other obligations and covenants of Borrower under the Agreement and under the other Loan Documents (as defined in the Agreement) and in accordance with the terms and provisions thereof.

Borrower expressly acknowledges and affirms that the rights and remedies of Lender with respect to the assignment and security interest granted hereby are more fully set forth in the Agreement.

Dated: July 25, 2003

Penn Emblem Company

By: 
Name: Robert Blumenthal
Title: President

Wachovia Bank, National Association as Lender

By: 
Name: Patrick A. McGovern
Title: Senior Vice President

SCHEDULE A

Schedule A to a Trademark Collateral Assignment dated July 25, 2003 by and between Penn Emblem Company and Wachovia Bank, National Association

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