

03-31-2003

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

3-26-03

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102404799

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

Tab settings ⇨⇨⇨

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

1. Name of conveying party(ies):

US Investigations Services, Inc.  
Ulysses Acquisition Corp.  
US Investigations Services, LLC

- 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: January 10, 2003

2. Name and address of receiving party(ies)

Name:

Lehman Commercial Paper, Inc.

Internal

Address: \_\_\_\_\_

Street Address: 745 Seventh Avenue

City: New York State: NY Zip: 10019

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_

Corporation-State Delaware

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) 2,373,641 and others on (Schedule I)

Additional number(s) attached  Yes  No

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

Name: Kristen Vento

Internal Address: Weil, Gotshal & Manges, LLP

Street Address: 767 5th Avenue

City: New York State: NY Zip: 10153

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

29

7. Total fee (37 CFR 3.41):..... \$ 740.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

23-0800

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

DO NOT USE THIS SPACE

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.

Phyllis Eremittaggio  
Name of Person Signing

Phyllis Eremittaggio  
Signature

March 26, 2003  
Date

03/28/2003 ECODPER 00000097 230800 2373641

Total number of pages including cover sheet, attachments, and document: 25

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

01 EC:8521 40.00 CH  
02 EC:8522 700.00 CH

SCHEDULE I

TO

TRADEMARK SECURITY AGREEMENT  
 Trademark Registrations

A. REGISTERED TRADEMARKS

<u>Mark</u>	<u>Owner</u>	<u>Good/Services</u>	<u>Registration No.</u>	<u>Date of Registration</u>
<p><b>INFORMATION THROUGH EMERGING TECHNOLOGIES!</b></p>	<p>US Investigations Services, Inc.</p>	<p>Class 35: business investigations; compiling inventories of items for businesses for insurance, marketing and other business purposes; inventorying items for businesses by means of videotaping for security and insurance purposes; inventory control; inventory and shelf arrangement, namely, replenishing and resetting inventories for sale</p> <p>Class 36: evaluation of credit bureau data for others;</p> <p>Class 42: investigations services, namely, detective investigations, private investigations, missing persons investigations, and pre-employment background investigations, and surveillance services related to all of the foregoing; detective investigations involving claims of sexual harassment, workers compensation, employment discrimination and insurance claims; national security background investigations; compiling inventories of personal items for individuals for insurance purposes; personal inventorying by means of videotaping and household items for security and insurance purposes; undercover investigation and related consultation in the field of retail store operations; investigation and related consultation in the field of the level of security of businesses; design of electronic security systems; administering polygraph tests for others; reviewing standards and practices to ensure compliance with securities, environmental, immigration, insurance, gaming industry and transportation laws and regulations; computer services, namely, providing a database containing information useful in investigating individuals and companies; conducting background checks on prospective employees including employment verification</p>	<p>2373641</p>	<p>8/1/00</p>

<u>Mark</u>	<u>Owner</u>	<u>Good/Services</u>	<u>Registration No.</u>	<u>Date of Registration</u>
<p><b>NATIONAL PRESENCE WITH LOCAL IMPACT</b></p>	<p>US Investigations Services, Inc.</p>	<p>Class 35: business investigations; compiling inventories of items for businesses for insurance, marketing and other business purposes; inventorying items for businesses by means of videotaping for security and insurance purposes; inventory control; inventory and shelf arrangement, namely, replenishing and resetting inventories for sale; undercover investigation and related consultation in the field of retail store operations; investigation and related consultation in the field of the level of the security of businesses</p> <p>Class 36: evaluation of credit bureau data for others</p> <p>Class 42: investigations services, namely, detective investigations, private investigations, missing persons investigations, and pre-employment background investigations, and surveillance services related to all of the foregoing; detective investigations involving claims of sexual harassment, workers compensation, employment discrimination and insurance claims; national security background investigations; compiling inventories of personal items for individuals for insurance purposes; personal inventorying by means of videotaping and household items for security and insurance purposes; design of electronic security systems; administering polygraph tests for others; reviewing standards and practices to ensure compliance with securities, environmental, immigration, insurance, gaming industry and transportation laws and regulations</p>	<p>2186024</p>	<p>9/1/98</p>

<u>Mark</u>	<u>Owner</u>	<u>Good/Services</u>	<u>Registration No.</u>	<u>Date of Registration</u>
(n)quiry	US Investigations Services, Inc.	<p>Class 9: computer systems comprised of computer hardware, peripherals and computer programs and related printed documentation in the field of investigations; computer programs and related printed documentation in the field of investigations for use in employment background screening; searching credit and financial information; performing business and individual identification and verification; and searching federal, state and county court records</p> <p>Class 42: Investigations services, namely, detective investigations, private investigations, missing persons investigations, and pre-employment background investigations, and surveillance services related to all of the foregoing; detective investigations involving claims of sexual harassment, workers compensation, employment discrimination and insurance claims; national security background investigations; compiling inventories of personal items for individuals for insurance purposes; personal inventorying by means of videotaping and household items for security and insurance purposes; undercover investigation and related consultation in the field of retail store operations; investigation and related consultation in the field of the level of security of businesses; design of electronic security systems for others; administering polygraph tests for others; reviewing standards and practices to ensure compliance with securities, environmental, immigration, insurance, gaming industry and transportation laws and regulations</p>	2615628	9/3/02



<u>Mark</u>	<u>Owner</u>	<u>Good/Services</u>	<u>Registration No.</u>	<u>Date of Registration</u>
S.STAR	US Investigations Services, Inc.	<p>Class 9: computer systems comprised of computer hardware, peripherals and computer programs and related printed documentation in the field of investigations for use in employment background screening, searching credit and financial information, performing business and individual identification and verification, and searching federal, state and county court records; computer programs and related printed documentation in the field of investigations for use in employment background screening, searching credit and financial information, performing business and individual identification and verification and searching federal, state and county court records</p> <p>Class 42: Investigations services, namely, detective investigations, private investigations, missing persons investigations, and pre-employment background investigations, and surveillance services related to all of the foregoing; detective investigations involving claims of sexual harassment, workers compensation, employment discrimination and insurance claims; national security background investigations; compiling inventories of personal items for individuals for insurance purposes; personal inventorying by means of videotaping and household items for security and insurance purposes; undercover investigation and related consultation in the field of retail store operations; investigation and related consultation in the field of the level of security of businesses; design of electronic security systems for others; administering polygraph tests for others; reviewing standards and practices to ensure compliance with securities, environmental, immigration, insurance, gaming industry and transportation laws and regulations</p>	2643150	10/29/02


<u>Mark</u>	<u>Owner</u>	<u>Good/Services</u>	<u>Registration No.</u>	<u>Date of Registration</u>
SWIFTRAK	US Investigations Services, Inc.	<p>Class 9: computer systems comprised of computer hardware, peripherals and computer programs and related printed documentation in the field of investigations; computer programs and related printed documentation in the field of investigations for use in employment background screening; searching credit and financial information; performing business and individual identification and verification; and searching federal, state and county court records</p> <p>[Class 42: Investigations services, namely, detective investigations, private investigations, missing persons investigations, and pre-employment background investigations, and surveillance services related to all of the foregoing; detective investigations involving claims of sexual harassment, workers compensation, employment discrimination and insurance claims; national security background investigations; compiling inventories of personal items for individuals for insurance purposes; personal inventorying by means of videotaping and household items for security and insurance purposes; undercover investigation and related consultation in the field of retail store operations; investigation and related consultation in the field of the level of security of businesses; design of electronic security systems for others; administering polygraph tests for others; reviewing standards and practices to ensure compliance with securities, environmental, immigration, insurance, gaming industry and transportation laws and regulations] CLASS DELETED by 11/9/01 Amendment</p>	2538473	2/12/02
US INTEGRATION SERVICES, INC.	US Investigations Services, Inc.	<p>Class 35: business investigation services and employment verification</p> <p>Class 42: psychological testing services; information storage and retrieval services, namely, providing access to a database containing information useful in investigating individuals and companies; screening of potential employees; conducting background checks on prospective employees</p>	2487889	9/11/01

<u>Mark</u>	<u>Owner</u>	<u>Good/Services</u>	<u>Registration No.</u>	<u>Date of Registration</u>
<u>US Investigations SERVICES, Inc.</u>	US Investigations Services, Inc.	<p>Class 35: business investigations</p> <p>Class 36: evaluation of credit bureau data for others;</p> <p>Class 42: investigations services, namely, detective investigations, private investigations, missing persons investigations, and pre-employment background investigations, and surveillance services related to all of the foregoing; detective investigations involving claims of sexual harassment, workers compensation, employment discrimination and insurance claims; national security background investigations; undercover investigation and related consultation in the field of retail store operations; investigation and related consultation in the field of the level of security of businesses</p>	2173733	7/14/98
<u>USIS</u>	US Investigations Services, Inc.	<p>Class 35: business investigations;</p> <p>Class 36: evaluation of credit bureau data for others;</p> <p>Class 42: investigations services, namely, detective investigations, private investigations, missing persons investigations, and pre-employment background investigations, and surveillance services related to all the foregoing; detective investigations involving claims of sexual harassment, workers compensation, employment discrimination and insurance claims; national security background investigations; undercover investigation and related consultation in the field of retail store operations; investigation and related consultation in the field of the level of security of businesses</p>	2108939	10/28/97

<u>Mark</u>	<u>Owner</u>	<u>Good/Services</u>	<u>Registration No.</u>	<u>Date of Registration</u>
<p><b>USIS...WHEN YOU NEED TO KNOW</b></p>	<p>US Investigations Services, Inc.</p>	<p>Class 35: business investigations; compiling inventories of items for businesses for insurance, marketing and other business purposes; inventorying items for businesses by means of videotaping for security and insurance purposes; inventory control; inventory and shelf arrangement, namely, replenishing and resetting inventories for sale</p> <p>Class 36: evaluation of credit bureau data for others</p> <p>Class 42: investigations services, namely, detective investigations, private investigations, missing persons investigations, and pre-employment background investigations, and surveillance services related to all of the foregoing; detective investigations involving claims of sexual harassment, workers compensation, employment discrimination and insurance claims; national security background investigations; compiling inventories of personal items for individuals for insurance purposes; personal inventorying by means of videotaping and household items for security and insurance purposes; undercover investigation and related consultation in the field of retail store operations; investigation and related consultation in the field of the level of security of businesses; design of electronic security systems; administering polygraph tests for others; reviewing standards and practices to ensure compliance with securities, environmental, immigration, insurance, gaming industry and transportation laws and regulations</p>	<p>2401683</p>	<p>11/7/00</p>
<p><b>BUILDING WORKPLACE INTEGRITY</b></p>	<p>US Investigations Services, Inc.</p>	<p>Class 45: consulting services, namely, assisting clients in the development of personnel and operating policies and practices to promote security, equal opportunity, fairness, respect and honesty in the workplace</p>	<p>2678321</p>	<p>1/21/03</p>




<u>Mark</u>	<u>Owner</u>	<u>Good/Services</u>	<u>Registration No.</u>	<u>Date of Registration</u>
	US Investigations Services, Inc.	<p>Class 35: business investigations; compiling inventories of items for businesses for insurance, marketing and other business purposes; inventorying items for businesses by means of videotaping for security and insurance purposes; inventory control; inventory and shelf arrangement, namely, replenishing and resetting inventories for sale;</p> <p>Class 36 :financial investigations, namely, evaluation of credit bureau data for others;</p> <p>Class 42: investigations services, namely, detective investigations, private investigations, missing persons investigations, and pre-employment background investigations, and surveillance services related to all of the foregoing; detective investigations involving claims of sexual harassment, workers compensation, employment discrimination and insurance claims; national security background investigations; compiling inventories of personal items for individuals for insurance purposes; personal inventorying by means of videotaping and household items for security and insurance purposes; undercover investigation and related consultation in the field of retail store operations; investigation and related consultation in the field of the level of security of businesses; design of electronic security systems; administering polygraph tests for others; reviewing standards and practices to ensure compliance with securities, environmental, immigration, insurance, gaming industry and transportation laws and regulations</p>	2678059	1/21/03
	Total Information Services, Inc.	pre-employment background investigation services	2671436	1/7/03

<u>Mark</u>	<u>Owner</u>	<u>Good/Services</u>	<u>Registration No.</u>	<u>Date of Registration</u>
USMA (and Design)	United States Mutual Association, Inc.		2065079	5/27/97
Edi-Trans	Total Information Services, Inc.		2094794	9/9/97
Message Xpress (and Design)	Total Information Services, Inc.		2016131	11/12/96
WORLD GAMING NETWORK	Total Information Services, Inc.	Business and employment screening services for the gaming industry	2434338	3/6/01
	Records Search, Inc.	Private investigation services, namely, the retrieval of public documents for others; drug testing for substance abuse; pre-employment background investigation	2582723	6/18/02
ALERT HIGH-TECHSCREEN	Records Search, Inc.	Computer information retrieval in the field of public documents for the purpose of providing pre-employment background investigation	2081024	7/22/97
ALERT TEMPSCREEN	Records Search, Inc.	Computer information retrieval in the field of public documents for the purpose of providing pre-employment background investigation	2081023	7/22/97

<u>Mark</u>	<u>Owner</u>	<u>Good/Services</u>	<u>Registration No.</u>	<u>Date of Registration</u>
ALERT RETAILSCREEN	Records Search, Inc.	Computer information retrieval in the field of public documents for the purpose of providing pre-employment background investigation	2083333	7/29/97
ALERT AIRSCREEN	Records Search, Inc.	Computer information retrieval in the field of public documents for the purpose of providing pre-employment background investigation	2081022	7/22/97
RSI	Records Search, Inc.	Retrieval of public documents; drug testing for substance abuse; pre-employment background investigation	2111055	11/4/97
T.I.P.S.	Records Search, Inc.	Testing to determine employment skills, namely prescreening candidates for employment through a combination of touch tone voice messaging system and audio recognition program to identify potential employees through a series of qualifying questions	2046298	3/18/97
National Employment Screening Services (and Design)	Total Information Services, Inc.		1923600	10/3/95
DAC	Total Information Services, Inc.		1443503	6/16/87
D-A-C (and Design)	Total Information Services, Inc.	*Service Mark	1443502	6/16/87

B. TRADEMARK APPLICATIONS

<u>Mark</u>	<u>Owner</u>	<u>Good/Services</u>	<u>Application No.</u>
<b>CYBER EAGLE</b>	US Investigations Services, Inc.	<p>Class 9: computer systems comprised of computer hardware, peripherals and computer programs and related printed documentation in the field of investigations; computer programs and related printed documentation in the field of investigations for use in employment background screening; searching credit and financial information; performing business and individual identification and verification; and searching federal, state and county court records</p> <p>Class 42: Investigations services, namely, detective investigations, private investigations, missing persons investigations, and pre-employment background investigations, and surveillance services related to all of the foregoing; detective investigations involving claims of sexual harassment, workers compensation, employment discrimination and insurance claims; national security background investigations; compiling inventories of personal items for individuals for insurance purposes; personal inventorying by means of videotaping and household items for security and insurance purposes; undercover investigation and related consultation in the field of retail store operations; investigation and related consultation in the field of the level of security of businesses; design of electronic security systems for others; administering polygraph tests for others; reviewing standards and practices to ensure compliance with securities, environmental, immigration, insurance, gaming industry and transportation laws and regulations</p>	78/464636
<b>SwiftrakExpress</b>	US Investigations Services, Inc.	Class 35: business investigation services, namely, providing access to databases and other resources necessary to conduct personnel investigations including background and reference checks through a global computer network	78/138094

<u>Mark</u>	<u>Owner</u>	<u>Good/Services</u>	<u>Registration No.</u>	<u>Date of Registration</u>
	US Investigations Services, Inc.	Class 35: business investigations Class 36: evaluation of credit bureau data for others; Class 42: investigations services, namely, detective investigations, private investigations, missing persons investigations, and pre-employment background investigations, and surveillance services related to all of the foregoing; detective investigations involving claims of sexual harassment, workers compensation, employment discrimination and insurance claims; national security background investigations; undercover investigation and related consultation in the field of retail store operations; investigation and related consultation in the field of the level of security of businesses	2177426	7/28/98

# TRADEMARK SECURITY AGREEMENT

**TRADEMARK SECURITY AGREEMENT**, dated as of January 10, 2003 made by each of the signatories hereto and each of the other entities that becomes a party hereto pursuant to Section 8.14 of the Collateral Agreement referred to below (each a "Grantor" and, collectively, the "Grantors"), in favor of Lehman Commercial Paper Inc. ("LCPI"), as agent for the Secured Parties (as defined in the Credit Agreement referred to below) (in such capacity, the "Administrative Agent").

## WITNESSETH:

WHEREAS, pursuant to the Credit Agreement, dated as of January 10, 2003 (as the same may be amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement"), among US Investigations Services, Inc., a Delaware corporation, Ulysses Acquisition Corp., a Delaware corporation, and US Investigations Services, LLC, a Delaware limited liability company, the financial institutions party thereto as Lenders, Lehman Brothers Inc., as advisor, sole lead arranger and sole bookrunner, the Administrative Agent, Banc One Capital Markets, Inc., as syndication agent, and the Co-Documentation Agents party thereto, the Lenders have agreed to make extensions of credit to the Borrower upon the terms and subject to the conditions set forth therein;

WHEREAS, the Grantors are party to the Collateral Agreement pursuant to which they have guaranteed the Borrower Obligations and the Guarantor Obligations (each as defined in the Collateral Agreement), as applicable; and

WHEREAS, the Grantors are party to a Guaranty and Collateral Agreement of even date herewith in favor of the Administrative Agent (the "Collateral Agreement") pursuant to which the Grantors are required to execute and deliver this Trademark Security Agreement;

NOW, THEREFORE, in consideration of the premises and to induce the Lenders and the Administrative Agent to enter into the Credit Agreement and to induce the Lenders to make their respective extensions of credit to the Borrower thereunder, each Grantor hereby agrees with the Administrative Agent as follows:

### **Section 1. Defined Terms**

Unless otherwise defined herein, terms defined in the Credit Agreement or in the Collateral Agreement and used herein have the meaning given to them in the Credit Agreement or the Collateral Agreement.

### **Section 2. Grant of Security Interest in Trademark Collateral**

Each Grantor, as collateral security for the full, prompt and complete payment and performance when due (whether at stated maturity, by acceleration or otherwise) of the Obligations (as defined in the Collateral Agreement) of such Grantor, hereby collaterally assigns, conveys, mortgages, pledges, hypothecates and transfers to the Administrative Agent for the benefit of the Secured Parties, and grants to the Administrative Agent for the benefit of the Secured Parties a lien on and security interest in, all of its right, title and interest in, to and under the following Collateral of such Grantor (the "Trademark Collateral"):

- (a) all of its Trademarks and Trademark Licenses to which it is a party, including, without limitation, those referred to on *Schedule I* hereto;
- (b) all reissues, continuations or extensions of the foregoing;
- (c) all goodwill of the business connected with the use of, and symbolized by, each Trademark and each Trademark License; and
- (d) Proceeds of the foregoing, including, without limitation, any claim by Grantor against third parties for past, present, future (i) infringement or dilution of any Trademark or Trademark licensed under any

Trademark License or (ii) injury to the goodwill associated with any Trademark or any Trademark licensed under any Trademark License.

**Section 3. Collateral Agreement**

The security interest granted pursuant to this Trademark Security Agreement is granted in conjunction with the security interest granted to the Administrative Agent pursuant to the Collateral Agreement and each Grantor hereby acknowledges and affirms that the rights and remedies of the Administrative Agent with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Collateral Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

[SIGNATURE PAGES FOLLOW ]

IN WITNESS WHEREOF, each Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

US INVESTIGATIONS SERVICES, INC.

By: [Signature]  
Name:  
Title:

US INVESTIGATIONS SERVICES, LLC

By: [Signature]  
Name:  
Title:

US INVESTIGATIONS SERVICES,  
PROFESSIONAL SERVICES DIVISION, INC.

By: [Signature]  
Name:  
Title:

USIS RECORDS SERVICES, INC.

By: [Signature]  
Name:  
Title:

[SIGNATURE PAGE TO TRADEMARK SECURITY AGREEMENT]



THE SMITH CORPORATION

By: *Owen R. Smith*  
Name:  
Title:

THE OFFICIAL INFORMATION COMPANY

By: *Owen R. Smith*  
Name:  
Title:

TISI HOLDINGS, INC.

By: *Owen R. Smith*  
Name:  
Title:

TOTAL INFORMATION SERVICES, INC.

By: *Owen R. Smith*  
Name:  
Title:

THE OFFICIAL PROVIDER'S SOURCE (NI), INC.

By: *Owen R. Smith*  
Name:  
Title:

[SIGNATURE PAGE TO TRADEMARK SECURITY AGREEMENT]

UNITED STATES MUTUAL ASSOCIATION, INC.

By: *Owen R. Ash*  
Name:  
Title:

STA UNITED, INC.

By: *Owen R. Ash*  
Name:  
Title:

RECORDS SEARCH, INC.

By: *Owen R. Ash*  
Name:  
Title:

THE OFFICIAL PROVIDER'S SOURCE, INC.

By: *Owen R. Ash*  
Name:  
Title:


TOIC HOLDINGS, INC.

By: *Owen R. Ash*  
Name:  
Title:

[SIGNATURE PAGE TO TRADEMARK SECURITY AGREEMENT]

ACCEPTED AND AGREED  
as of the date first above written:

LEHMAN COMMERCIAL PAPER INC.,  
as Administrative Agent

By:   
Name: G. Andrew Keitt  
Title: Authorized Signatory

[SIGNATURE PAGE TO TRADEMARK SECURITY AGREEMENT]

## ACKNOWLEDGEMENT OF GRANTOR

STATE OF )  
New York )  
COUNTY OF ) ss.  
New York )

On this 10th day of January, 2003 before me personally appeared Philip R. Harper, proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of US Investigations Services, Inc. and US Investigations Services, LLC, who being by me duly sworn did depose and say that he is an authorized officer of said corporations, that the said instrument was signed on behalf of said corporations as authorized by their Board of Directors and that he acknowledged said instrument to be the free act and deed of said corporations.

*Mary Hungness*  
Notary Public

MARY S. HUNGNESS  
Notary Public, State of New York  
No. 01604056673  
Qualified in New York County  
Commission Expires March 24, 2003



ACKNOWLEDGEMENT OF GRANTOR

STATE OF )  
New York )  
 ) ss.  
COUNTY OF )  
New York )

On this 10th day of January, 2003 before me personally appeared Owen B. Seaton, proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of US Investigations Services, Professional Services Division, Inc., USIS Records Services, Inc., The Smith Corporation, The Official Information Company, TISI Holdings, Inc., Total Information Services, Inc., The Official Provider's Source (NJ), Inc., United States Mutual Association, Inc., STA United, Inc., Records Search, Inc., The Official Provider's Source, Inc. and TOIC Holdings, Inc., who being by me duly sworn did depose and say that he is an authorized officer of said corporations, that the said instrument was signed on behalf of said corporations as authorized by their Board of Directors and that he acknowledged said instrument to be the free act and deed of said corporations.

*Mary Hungness*  
Notary Public  
MARY S. HUNGNESS  
Notary Public, State of New York  
No. 01HU6056473  
Qualified in New York County  
Commission Expires March 26, 2003

ACKNOWLEDGEMENT OF GRANTOR

STATE OF New York )  
  ) ss.  
COUNTY OF New York )

On this 10th day of January, 2003 before me personally appeared Andrew Keith, proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of Lehman Commercial Paper, Inc., who being by me duly sworn did depose and say that he is an authorized officer of said corporation, that the said instrument was signed on behalf of said corporation as authorized by its Board of Directors and that he acknowledged said instrument to be the free act and deed of said corporation.

Michael Silva  
Notary Public

MICHAEL DE SILVA  
Notary Public, State of New York  
EXP. 07/22/2009  
Commission in New York County  
Commission Expires 07/22/2009

[ACKNOWLEDGEMENT OF GRANTOR FOR TRADEMARK SECURITY AGREEMENT]