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

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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):

Whitman Operating Co., LLC

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

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

3. Nature of conveyance:

- Assignment, Merger, Security Agreement, Change of Name, Other Grant of Security Interest

Execution Date: March 31, 2003

2. Name and address of receiving party(ies)

Name: The Bank of New York

Internal Address:

Address:

Street Address: 123 Main Street

City: White Plains State: NY Zip: 10602

- 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

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

A. Trademark Application No.(s)

76/245919

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name:

Internal Address:

Federal Research Company, LLC 1030 15th Street, NW, Suite 920 Washington, DC 20005

Street

City: State: Zip:

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41): \$ 40.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

(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.

Danelle Teleford

Name of Person Signing

Danelle Teleford

Signature

4/1/03

Date

04/08/2003 BYRNE 00000042 76245919

Total number of pages including cover sheet, attachments, and document.

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

TRADEMARK REEL: 002706 FRAME: 0661

GRANT OF SECURITY INTEREST (TRADEMARKS)

The undersigned, a New York limited liability company (the "**Grantor**"), is obligated to THE BANK OF NEW YORK, (the "**Secured Party**"), and has entered into a Security Agreement, dated as of March 31, 2003 (as amended, supplemented or otherwise modified from time to time, the "**Security Agreement**"), in favor of the Secured Party.

Pursuant to the Security Agreement, the Grantor grants to the Secured Party a security interest in and to all of the right, title and interest of the Grantor in and to the trademarks listed on Schedule 1, which trademarks are or will be registered in the United States Patent and Trademark Office (the "**Trademarks**"), together with the goodwill of the business symbolized by the Trademarks and any applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof (the "**Collateral**"), to secure the prompt payment, performance and observance of the Obligations (as defined in the Security Agreement).

For good and valuable consideration, the receipt of which is hereby acknowledged, and for the purpose of recording the grant of the security interest as aforesaid, the Grantor does hereby further assign to the Secured Party, and grant to the Secured Party a security interest in, the Collateral to secure the prompt payment, performance and observance of the Obligations (as defined in the Security Agreement).


The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Secured Party with respect to the assignment of and security interest in the Collateral made and granted hereby are set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

The Secured Party's address is: 123 Main Street, White Plains, New York 10602.

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IN WITNESS WHEREOF, the Grantor has caused this Grant of Security Interest to be duly executed by its duly authorized officer as of the 31st day of March, 2003.

WHITMAN OPERATING CO., LLC

By: 

Name: *Daniel Zeukel*

Title: *President*

Schedule 1

to

Grant of Security Interest (Trademarks)

Dated as of March 31, 2003

Whitman Operating Co., LLC
3 New King Street

Registered Owner:

<u>ID</u>	<u>Country</u>	<u>Mark</u>	<u>Classes</u>	<u>App. #</u>	<u>App. Dt</u>	<u>Reg. #</u>	<u>Reg. Dt</u>	<u>Status</u>
375	United States	CAMP WALT WHITMAN	041	76/245919	4/24/01			Pending application