

05-08-2003

5-8-03

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



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):
N.E.W. Customer Service Companies, Inc.

- Individual(s) Association
- Corporation-**Delaware**
- Other -

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

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other

Execution Date: **March 17, 2003**

2. Name and address of receiving party(ies)

Name: **Ableco Finance LLC**

Internal
Address: _____

Street Address: **450 Park Avenue**

City: **New York** State: **NY** Zip: **10022**

- 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

RECEIVED 08/21/03
2003 MAY -8 PM 2:17
ASSIGNMENT

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

A. Trademark Application No.(s)

See attached schedule

B. Trademark Registration No.(s)

See attached schedule

2207043

Additional number(s) attached Yes No

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

Name: **Santo Manna, Esq.**

Internal Address: **Schulte Roth & Zabel LLP**

Street Address: **919 Third Avenue**

City: **New York** State: **N.Y.** Zip: **10022**

6. Total number of applications and registrations involved: _____

78

7. Total fee (37 CFR 3.41).....\$ **1965.00**

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

500675 - Schulte Roth & Zabel LLP

(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.

Santo Manna, Esq.

Name of Person Signing

Signature

March 31, 2003

Date

Total number of pages including cover sheet, attachments, and document: **22**

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

05/09/2003 6TCH11 00000028 500675 2202043

01 FC:0521 40.00 CH
02 FC:0522 1925.00 CH

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TRADEMARK
REEL: 002727 FRAME: 0485

SCHEDULE 1A TO ASSIGNMENT FOR SECURITY


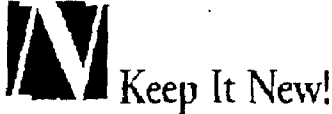




Trademarks and Trademark Applications


Trademarks

NATIONAL ELECTRONICS WARRANTY CORPORATION

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NATIONAL ELECTRONICS WARRANTY CORPORATION

GENCO DISTRIBUTION SYSTEM INC.

(National Electronics Warranty Corporation holds a 50% interest in the marks indicated below and Genco Distribution System Inc. holds the other 50% interest in such marks.)

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SERVICE CENTER ONLINE	37		
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ASSIGNMENT FOR SECURITY

TRADEMARKS

WHEREAS, N.E.W. Customer Service Companies, Inc., a Delaware corporation (the "Parent"), and each of the Subsidiaries of the Parent identified on the signature pages hereof (such Subsidiaries, together with Parent, are referred to hereinafter each individually as an "Assignor" and collectively as the "Assignors") have adopted, used and are using, and hold all right, title and interest in and to, the trademarks and service marks listed on the annexed Schedule 1A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Assignors have entered into a Security Agreement, dated March 17, 2003 (the "Security Agreement"), in favor of Ableco Finance LLC (the "Assignee");

WHEREAS, pursuant to the Security Agreement, the Assignors have assigned to the Assignee and granted to the a continuing security interest in all right, title and interest of the Assignors in, to and under the Trademarks, together with, among other things, the good-will of the business symbolized by the Trademarks and the 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 and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the Obligations (as defined in the Security Agreement);

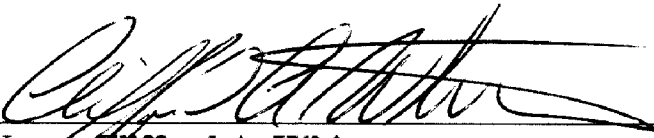
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignors do hereby pledge, convey, sell, assign, transfer and set over unto the Assignee and grant to the Assignee a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.

The Assignors do hereby further acknowledge and affirm that the rights and remedies of the Assignee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

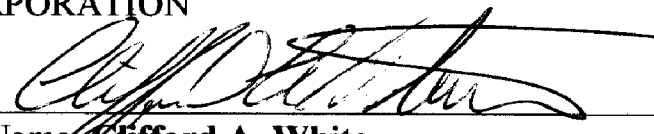
IN WITNESS WHEREOF, each Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of March 17, 2003.

ASSIGNORS:

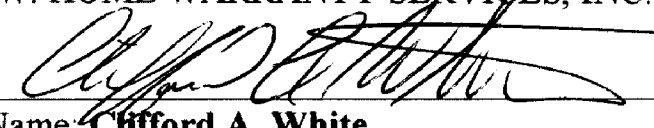
N.E.W. CUSTOMER SERVICE COMPANIES,
INC.

By: 
Name: **Clifford A. White**
Title: **Treasurer**

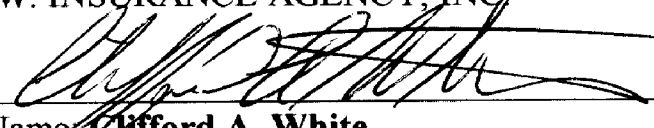
NATIONAL ELECTRONICS WARRANTY
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Title: **Treasurer**

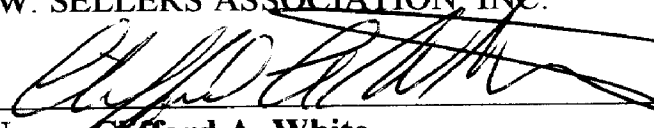
N.E.W. HOME WARRANTY SERVICES, INC.

By: 
Name: **Clifford A. White**
Title: **Treasurer**

N.E.W. INSURANCE AGENCY, INC.

By: 
Name: **Clifford A. White**
Title: **Treasurer**

N.E.W. SELLERS ASSOCIATION, INC.

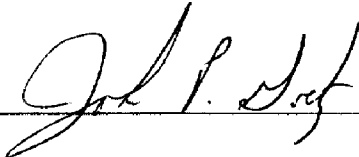
By: 
Name: **Clifford A. White**
Title: **Treasurer**

STATE OF VIRGINIA

SS.:

COUNTY OF LOUDOUN

On this 13th day of March 2003, before me personally came Clifford A. White, to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that he is the Treasurer of each of the entities identified on the foregoing signature pages and that he executed the foregoing instrument in the firm name of each of such entities and that he had authority to sign the same, and he acknowledged to me that he executed the same as the act and deed of each said firm for the uses and purposes therein mentioned.



JOHN P. GOETZ
NOTARY PUBLIC COMMONWEALTH OF VIRGINIA
My Commission Expires October 31, 2004

SCHEDULE 1A TO ASSIGNMENT FOR SECURITY







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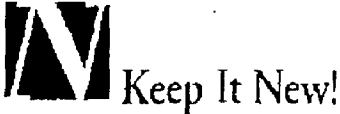




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REPAIRNOW.COM	42	2,448,293	05/01/01
	35	2,437,556	03/20/01

Mark	Class	App. No. / Reg. No.	Date Filed/ Registered
	36	75/696,172	05/03/99
	37	2,448,290	05/01/01
	42	2,448,292	05/01/01

NATIONAL ELECTRONICS WARRANTY CORPORATION

GENCO DISTRIBUTION SYSTEM INC.

(National Electronics Warranty Corporation holds a 50% interest in the marks indicated below and Genco Distribution System Inc. holds the other 50% interest in such marks.)

Schedule of Federal Service Mark Applications

Mark	Class	App. No.	Date Filed/ Registered
MANUALS ONLINE	42	76/247,659	04/27/01
MY PURCHASE FILE	35, 36, 42	76/247,658	04/27/01
MY WARRANTY FILE	35, 36, 42	76/249,019	05/01/01
PRODUCT ASSIST	35, 36, 42	76/249,018	05/01/01
PRODUCT ASSIST IS ONLINE SO YOUR CUSTOMERS DON'T HAVE TO STAND IN ONE	35, 42	2,522,529	12/25/01
QUICK ASSIST	35	2,614,755	05/01/01
QUICK ASSIST	42	76/249,023	05/01/01

Mark	Class	App. No.	Date Filed/ Registered
RETURN ASSIST	36	2,622,450	09/17/02
SERVICE CENTER ONLINE	35	76/256,065	05/14/01
SERVICE CENTER ONLINE	36	76/256,064	05/14/01
SERVICE CENTER ONLINE	37		
SERVICE CENTER ONLINE	42	76/256,063	05/14/01

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May 7, 2003

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Our Ref. No. 015386/0048

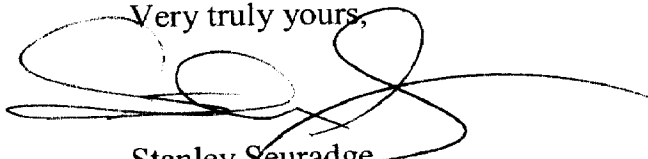
Dear Sir or Madam:

We enclose for recordation a Trademark Security Agreement to the U.S. Patent and Trademark Office concerning the above-referenced recordation. Please record the trademark filings identified in the accompanying Document Cover Sheet.

We authorize the deduction from Schulte Roth & Zabel LLP's Deposit Account No. 500675 of \$1965.00, plus any deficiencies therein, to cover recordation fees, and we enclose an extra copy of the Document Cover Sheet for this purpose.

We also enclose an additional copy of this letter, which we request that you date stamp and return to the person submitting the document so that we may have a record of your receipt of this filing.

Very truly yours,



Stanley Seuradge
Legal Assistant

Enclosure

cc Santo Manna, Esq.