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

102443536

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

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

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

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ASSIGNMENTS DIV

3. Nature of conveyance:
☐ Assignment ☐ Merger
☒ Security Agreement ☐ Change of Name
☐ Other

Execution Date: **March 17, 2003**

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
See attached schedule

B. Trademark Registration No.(s)
See attached schedule

Additional number(s) attached ☒ Yes ☐ No

2202043

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.		**March 31, 2003**
Name of Person Signing	Signature	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 GTON11 00000028 500675 2202043
01 FC:8521 40.00 CH
02 FC:8522 1925.00 CH

9400535.1

SCHEDULE 1A TO ASSIGNMENT FOR SECURITY

Trademarks and Trademark Applications

Trademarks

NATIONAL ELECTRONICS WARRANTY CORPORATION

Schedule of Service Mark Applications and Registrations

Mark	Class	App. No. / Reg. No.	Date Filed / Registered
APPLIANCE PROTECTION PLUS	36	2,202,043	11/03/98
CONNECTING CONSUMERS WITH THEIR PRODUCTS	35	76/243,817	04/19/01
CONNECTING CONSUMERS WITH THEIR PRODUCTS	36	76/243,818	04/19/01
CONNECTING CONSUMERS WITH THEIR PRODUCTS	42	76/243,819	04/19/01
CUSTOMER SERVICE DOESN'T SUPPORT OUR BUSINESS, IT IS OUR BUSINESS	36	2,414,286	12/19/00
EARNINGS EQUALS CUSTOMER RELATIONS MANAGEMENT TAKEN TO A HIGHER LEVEL	35, 36, 37, 42	76/447,426	09/05/02
E=CRM2	35, 37	76/332,603	10/31/01
E=CRM2	36	76/332,602	10/31/01
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JUST FOR YOUR PIECE OF MIND	36	75/296,007	05/22/97
KEEP IT NEW!	36	2,006,401	10/08/96

9406521.1

Mark	Class	App. No. / Reg. No.	Date Filed / Registered
KEEP IT NEW	36	1,527,326	02/28/89
Keep It New!	36	2,015,907	11/12/96
	36	1,760,770	03/23/93
N.E.W. CUSTOMER SERVICE COMPANIES	35	2,110,359	11/04/97
N.E.W. PRODUCT ASSIST	42	2,299,328	12/14/99
N.E.W. WARRANTYGUARD	36	75/322,597	07/10/97
N.E.W. WHOLE HOME PLAN	36	75/495,482	06/03/98
NEW	35	2,411,864	12/12/00
NEW	36	2,368,059	07/18/00
PLAY IT AGAIN CD PLAN	36	2,241,143	04/20/99
POWER PLUS PROTECTION	36	76/450,570	09/12/02
PRICE PLUS	36	1,747,399	01/19/93
PRODUCT ASSIST	42	2,148,430	03/31/98
THE REPAIRMAN	36	1,748,835	01/26/93

06521.1

TRADEMARK
REEL: 002727 FRAME: 0487

Mark	Class	App. No. / Reg. No.	Date Filed / Registered
	36	1,714,110	09/08/92
SATISFACTION PLUS	36	1,737,026	12/01/92
SMART SYSTEM	35	76/241,723	04/17/01
SMART SYSTEM	36	76/438,543	08/05/02
TECHNICARD	37, 42	2,425,496	01/30/01
THE NEW FORMULA FOR HIGHER EARNINGS	35, 36, 37, 42	76/447,304	09/05/02
TRUE COMFORT	35	75/449,278	03/12/98
TRUE COMFORT	36	75/449,240	03/12/98
WELCOME TO THE NEW WAY OF DOING BUSINESS	35	2,368,058	07/18/00
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WOW!	35	2,234,920	03/23/99

NATIONAL ELECTRONICS WARRANTY CORPORATION (REPAIRNOW.COM DIVISION)

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GET IT FIXED RIGHT. NOW.	37	2,472,196	07/24/01
GET IT FIXED RIGHT. NOW.	42	2,493,261	09/25/01
THE GLITCH	35	75/696,171	05/03/99
THE GLITCH	36	75/696,168	05/03/99
THE GLITCH	37	75/696,156	05/03/99
THE GLITCH	42	75/696,155	05/03/99

TRADEMARK
REEL: 002727 FRAME: 0488

Mark	Class	App. No. / Reg. No.	Date Filed/ Registered
	35	75/805,864	09/21/99
	36	75/804,222	09/21/99
	37	75/804,221	09/21/99
	42	75/804,220	09/21/99
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REPAIRNOW	35	75/805,863	09/21/99
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REPAIRNOW.COM	35	2,449,889	05/08/01
REPAIRNOW.COM	36	75/696,298	05/03/99
REPAIRNOW.COM	37	2,439,319	03/27/01
REPAIRNOW.COM	42	2,448,293	05/01/01
repairnow.com	35	2,437,556	03/20/01

TRADEMARK
REEL: 002727 FRAME: 0489

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

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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

TRADEMARK
REEL: 002727 FRAME: 0490

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

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 CORPORATION

By: _____
Name: **Clifford A. White**
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

Trademarks and Trademark Applications

Trademarks

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E=CRM2	35, 37	76/332,603	10/31/01
E=CRM2	36	76/332,602	10/31/01
E=CRM2	42	76/332,604	10/31/01
E=CRM²	35, 36, 37, 42	76/447,425	09/05/02
I WANT A NEW ONE!	36	2,414,287	12/19/00
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N.E.W. WHOLE HOME PLAN	36	75/495,482	06/03/98
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NEW	36	2,368,059	07/18/00
PLAY IT AGAIN CD PLAN	36	2,241,143	04/20/99
POWER PLUS PROTECTION	36	76/450,570	09/12/02
PRICE PLUS	36	1,747,399	01/19/93
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Mark	Class	App. No. / Reg. No.	Date Filed / Registered
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SMART SYSTEM	35	76/241,723	04/17/01
SMART SYSTEM	36	76/438,543	08/05/02
TECHNICARD	37, 42	2,425,496	01/30/01
THE NEW FORMULA FOR HIGHER EARNINGS	35, 36, 37, 42	76/447,304	09/05/02
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TRUE COMFORT	36	75/449,240	03/12/98
WELCOME TO THE NEW WAY OF DOING BUSINESS	35	2,368,058	07/18/00
WELCOME TO THE NEW WAY OF DOING BUSINESS	36	2,311,922	01/25/00
WHOLE HOME PLAN	36	2,284,173	10/05/99
WOW!	35	2,234,920	03/23/99

NATIONAL ELECTRONICS WARRANTY CORPORATION (REPAIRNOW.COM DIVISION)

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THE GLITCH	35	75/696,171	05/03/99
THE GLITCH	36	75/696,168	05/03/99
THE GLITCH	37	75/696,156	05/03/99
THE GLITCH	42	75/696,155	05/03/99

TRADEMARK
REEL: 002727 FRAME: 0497

Mark	Class	App. No. / Reg. No.	Date Filed/ Registered
	35	75/805,864	09/21/99
	36	75/804,222	09/21/99
	37	75/804,221	09/21/99
	42	75/804,220	09/21/99
REPAIR.COM	35	2,454,276	05/22/01
REPAIR.COM	36	75/804,218	3/26/02
REPAIR.COM	37	75/804,217	09/21/99
REPAIR.COM	42	2,464,724	06/26/01
REPAIRNOW	35	75/805,863	09/21/99
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REPAIRNOW.COM	42	2,448,293	05/01/01
repairnow.com	35	2,437,556	03/20/01

06521.1

TRADEMARK
REEL: 002727 FRAME: 0498

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

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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

TRADEMARK
REEL: 002727 FRAME: 0499

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

TRADEMARK
REEL: 002727 FRAME: 0500

SCHEDULE 1A TO ASSIGNMENT FOR SECURITY

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406521.1

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REEL: 002727 FRAME: 0504

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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

TRADEMARK
REEL: 002727 FRAME: 0506

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May 7, 2003

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2003 MAY -9 PM 3:17
ASSIGNMENTS DIV.

BY HAND

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Re: Trademark Security Agreement
N.E.W. Customer Service Companies, Inc./Ableco Finance LLC
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.

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