

Form PTO-1594  
(Rev. 03/01)  
OMB No. 0651-0027 (exp. 5/31/2002)  
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05-18-2004



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

102708111

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

1. Name of conveying party(ies):  
Heller Financial, Inc., as Agent

- ☐ Individual(s) ☐ Association  
☐ General Partnership ☐ Limited Partnership  
☒ Corporation-State Delaware  
☐ Other \_\_\_\_\_

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

3. Nature of conveyance:

- ☐ Assignment ☐ Merger  
☐ Security Agreement ☐ Change of Name  
☒ Other Trademark Assignment - Assigning a security interest in trademarks

Execution Date: April 30, 2004

2. Name and address of receiving party(ies)

Name: General Electric Capital Corporation, as Agent

Internal

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

Street Address: 201 Merritt 7, 6th Floor

City: Norwalk State: CT Zip: 06856-5201

- ☐ Individual(s) citizenship \_\_\_\_\_  
☐ Association \_\_\_\_\_  
☐ General Partnership \_\_\_\_\_  
☐ Limited Partnership \_\_\_\_\_  
☒ Corporation-State DE  
☐ 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) See  
continuation of item 4 attached hereto

B. Trademark Registration No.(s) See  
continuation of item 4 attached hereto

Additional number(s) attached ☒ Yes ☐ No

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

Name: Linda R. Kastner

Internal Address: c/o Latham & Watkins LLP  
Suite 5800, Sears Tower

Street Address: \_\_\_\_\_  
233 S. Wacker Drive

City: Chicago State: IL Zip: 60606

6. Total number of applications and registrations involved: 9

7. Total fee (37 CFR 3.41) \$ 240.00

- ☒ Enclosed  
☐ Authorized to be charged to deposit account

8. Deposit account number: \_\_\_\_\_

DO NOT USE THIS SPACE

9. Signature.

Linda R. Kastner

Name of Person Signing

Signature

May 17, 2004

Date

Total number of pages including cover sheet, attachments, and document: 5

05/19/2004 ECOOPER 00000023 2260736

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

01 FC:8521  
02 FC:8522  
03 FC:8523

40.00 OP  
200.00 OP  
120.00 OP

TRADEMARK  
REEL: 002853 FRAME: 0604

## CONTINUATION OF ITEM 4

<b><u>Registration/Application Number</u></b>
2260736
75-397600
2386710
2210085
2161486
1960449
1978697
1967613
1911291

# TRADEMARK ASSIGNMENT

Dated: April 30, 2004

WHEREAS, Leedsworld, Inc. owns all right, title and interest into the trademarks listed on Schedule A ("Trademarks");

WHEREAS, pursuant to that Trademark Security Agreement dated as of July 13, 2000 which was filed with the United States Patent and Trademark Office on August 9, 2000 at Reel 2135, Frame 0628, ("Security Agreement"), between Leedsworld, Inc. ("Grantor") and Heller Financial, Inc., as Agent for the financial institutions party to that certain Credit Agreement dated as of July 13, 2000, among the Credit Parties Party thereto, Heller Financial, Inc., as Agent ("Assignor"), and the financial institutions from time to time party thereto, Grantor has granted Assignor a security interest in the Trademarks; and

WHEREAS, pursuant to that certain Amended and Restated Credit Agreement dated as of April 30, 2004, among Grantor, and the other Parties signatory thereto, Assignor and General Electric Capital Corporation, as Agent ("Assignee"), Assignee became the successor in interest to Assignor and Assignor agreed to assign and transfer to Assignee all of its rights, interest and privileges to the Trademarks.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee all right, title and interest in and to the Trademarks, together with the goodwill associated therewith, including, without limitation, all rights to sue at law or in equity for any past, present or future infringement thereof, and to receive all proceeds and damages therefrom, to be held and enjoyed by Assignee, its successors and assigns, as fully as the same would have been held and enjoyed by Assignor had this assignment and sale not been made.

This document may be executed in counterparts, each of which when so executed and delivered shall be deemed an original, but all such counterparts together shall constitute but one and the same instrument.

**[Signature Page Follows]**

IN WITNESS WHEREOF, the Assignor and Assignee have caused this Trademark Assignment to be executed and delivered as of the date first above written.

**HELLER FINANCIAL, INC., AS AGENT,**  
**as Assignor**

By: [Signature]  
Name: Thomas M. Hoff  
Title: Only Authorized Signatory

**GENERAL ELECTRIC CAPITAL CORPORATION, AS AGENT,**  
**as Assignee**

By: [Signature]  
Name: Thomas M. Hoff  
Title: Only Authorized Signatory

**Schedule A****TRADEMARKS**

<b><u>Owner</u></b>	<b><u>Mark</u></b>	<b><u>Registration/Application Number</u></b>	<b><u>Status Date</u></b>
Leedsworld, Inc.	Benchmark	2260736	7/13/99
Leedsworld, Inc.	Sellutions	75-397600	8/11/01
Leedsworld, Inc.	Leed's	2386710	9/19/00
Leedsworld, Inc.	Sure Ship	2210085	12/15/98
Leedsworld, Inc.	Sureship	2161486	8/22/03
Leedsworld, Inc.	Mobile Office (and Design)	1960449	12/7/02
Leedsworld, Inc.	Planit Earth (and Design)	1978697	3/8/03
Leedsworld, Inc.	Day Manager	1967613	1/20/03
Leedsworld, Inc.	Timekeeper (and Design)	1911291	7/20/02