

Form 110-1594  
(Rev. 10/02)  
OMB No. 0651-0027 (exp. 6/30/2005)

**RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY**

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):  
 PENN EMBLEM COMPANY  
 10909 Dutton Road  
 Philadelphia, Pennsylvania 19154

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

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

2. Name and address of receiving party(ies)  
 Name: WACHOVIA BANK  
 Internal \_\_\_\_\_  
 Address: \_\_\_\_\_  
 Street Address: 123 Broad Street  
 City: Philadelphia State: PA Zip: 19109

Individual(s) citizenship \_\_\_\_\_  
 Association National Banking  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State \_\_\_\_\_  
 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

3. Nature of conveyance:  
 Assignment                       Merger  
 Security Agreement               Change of Name  
 Other Correction 2696/653 See Attached

Execution Date: 07/25/2003

4. Application number(s) or registration number(s):  
 A. Trademark Application No.(s) 76465008  
76390112

Additional number(s) attached  Yes  No

B. Trademark Registration No.(s) 2292329; 2193268;  
1976741; 2465328; 2265322; 2081791

5. Name and address of party to whom correspondence concerning document should be mailed:  
 Name: Robert W. Smith  
 Internal Address: McCarter & English, LLP  
Four Gateway Center  
 Street Address: 100 Mulberry Street  
 City: Newark State: NJ Zip: 07101

6. Total number of applications and registrations involved: 21

7. Total fee (37 CFR 3.41).....\$ 540.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
502639

**DO NOT USE THIS SPACE**

9. Signature.  
Robert W. Smith  
 Name of Person Signing

  
 Signature

5/27/04  
 Date

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

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

CH \$640.00 502639 76465008

**NATURE OF CONVEYANCE – Continued**

This submission is to correct an error in a cover sheet previously recorded at Reel/Frame 2696/0653. This is to correct the Nature of Conveyance from “Assignment” to “Security Agreement”

**ADDITIONAL REGISTRATION NUMBERS**

1087393  
1985449  
1617445  
1306169  
2680583  
1358167  
2636444  
2080074  
1754698  
2726649  
2637142  
1970136  
1615546

**TRADEMARK COLLATERAL ASSIGNMENT**

WHEREAS, Penn Emblem Company (the "Borrower") located at 10909 Dutton Road, Philadelphia, PA 19154, has adopted, used and is using the marks shown in the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Borrower is obligated to Wachovia Bank, National Association ("Lender") located at 123 South Broad Street, Philadelphia, PA 19109 pursuant to a certain Fourth Amended and Restated Credit and Security Agreement dated July 25, 2003 between Borrower and of Lender (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreement"); and

WHEREAS, pursuant to the Agreement, Borrower is granting to Lender a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Borrower does hereby assign unto Lender and grant to Lender a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which assignment and security interest shall secure all the Indebtedness (as defined in the Agreement) and the performance of all other obligations and covenants of Borrower under the Agreement and under the other Loan Documents (as defined in the Agreement) and in accordance with the terms and provisions thereof.

Borrower expressly acknowledges and affirms that the rights and remedies of Lender with respect to the assignment and security interest granted hereby are more fully set forth in the Agreement.

Dated: July 25, 2003

Penn Emblem Company

By: 

Name: Robert Blumenthal  
Title: President

Wachovia Bank, National Association as  
Lender

By: 

Name: Patrick A. McGovern  
Title: Senior Vice President

**SCHEDULE A**

Schedule A to a Trademark Collateral Assignment dated July 25, 2003 by and between Penn Emblem Company and Wachovia Bank, National Association

<u>TRADEMARK</u>	<u>REG./SERIAL NOS.</u>
COLOR MATES	2,292,329
COLORPRINT	2,193,268
COMFORT TAPE	1,976,741
EXPRESSPRINT	2,465,328
INNOVATION IN IDENTIFICATION	2,265,322
MISSION EMBLEM	2,081,791
PENN BOND	1,087,393
PENN BOND 2000	1,985,449
PENN EMBLEM	76/465008 (Actual Use)
PENN SCAN	1,617,445
PENN SEAL	1,306,169
PENN SPORTS	2,680,583
PENN TEXT	1,358,167
PENNBRITE	2,636,444
PENNBROIDERY	2,080,074
PENN-SOLV	1,754,698
PENNSTITCH	2,726,649
PENNTRANS	2,637,142
PHOTO CARD	1,970,136
ROUTESCAN	1,615,546
THE PENN COMPANIES	76/390112 (Actual Use)