

10-19-2004

RECORD  
TRA



102862101

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

10-19-04

1. Name of conveying party(ies)/Execution Date(s):

Community Distributors, Inc.

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

Citizenship (see guidelines)

Execution Date(s) 9/30/04

Additional names of conveying parties attached?  Yes  No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached?  Yes  No

Name: Fortress Credit Corp., as agent

Internal Address:

Street Address: 1251 Avenue of the Americas

City: New York

State: New York

Country: United States Zip: 10019

- Association
- General Partnership
- Limited Partnership
- Corporation
- 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)

10/19/04

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

None.

B. Trademark Registration No.(s)

2193776, 2610263, 2574287

Additional sheet(s) attached?  Yes  No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: Tracey D. Bennett

Internal Address: Otterbourg, Steindler, Houston & Rosen, P.C.

Street Address: 230 Park Avenue

City: New York

State: New York Zip: 10169

Phone Number: (212) 661-9100

Fax Number: (212) 682-6104

Email Address: tbennett@oshr.com

6. Total number of applications and registrations involved:

3

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 90.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers \_\_\_\_\_  
Expiration Date \_\_\_\_\_

b. Deposit Account Number \_\_\_\_\_  
Authorized User Name \_\_\_\_\_

9. Signature: Tracey D. Bennett

Signature

Tracey D. Bennett

10/18/04  
Date

Total number of pages including cover sheet, attachments, and document: 6

10/19/2004 DDYRNE

00000218 2193776 of Person Signing

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to: Mail Stop Assignment Registration Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

01 FC:8521  
02 FC:8522

ASSIGNMENT FOR SECURITY

TRADEMARKS

WHEREAS, COMMUNITY DISTRIBUTORS, INC., a Delaware corporation (the "Assignor"), has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on the annexed Schedule A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Assignor and certain affiliates have entered into a Security Agreement, dated September 30, 2004 (as amended or otherwise modified from time to time, the "Security Agreement"), in favor of Fortress Credit Corp., as agent for certain lenders (the "Assignee");

WHEREAS, pursuant to the Security Agreement, the Assignor has assigned to the Assignee and granted to the Assignee for the benefit of the lenders a continuing security interest in all right, title and interest of the Assignor 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 Assignor does hereby pledge, convey, sell, assign, transfer and set over unto the Assignee and grants to the Assignee for the benefit of the lenders a continuing security interest in the Collateral to secure the prompt payment, performance and for the benefit of the lenders observance of the Obligations.

The Assignor does 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.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of September 30, 2004.

COMMUNITY DISTRIBUTORS, INC.

By: Frank Marjic  
Name: Frank Marjic  
Title: PRES./CEO

STATE OF NEW YORK  
COUNTY OF NEW YORK SS.:

On this 30<sup>th</sup> day of September, 2004, before me personally came Frank Marino, 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 Pres. / CEO of Community Distributors, Inc., a Delaware corporation, and that ~~he~~ executed the foregoing instrument in the firm name of \_\_\_\_\_, 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 said firm for the uses and purposes therein mentioned.



**JOANNA C. MYSSURA**  
Notary Public, State Of New York  
No. 01MY6035648  
Qualified in Richmond County  
Commission Expires January 3, 2008

**SCHEDULE A TO ASSIGNMENT FOR SECURITY**

Trademarks and Trademark Applications

[See Attached]

**I. Trademarks**

<b>REGISTERED TRADEMARKS</b>					
<b>Trademark</b>	<b>Owner</b>	<b>Country of Registration</b>	<b>Registration Number</b>	<b>Registration Date</b>	<b>Expiration Date</b>
Drug Fair	Grantor	U.S.	2193776	10/6/98	
We Cut Prices, Not Quality	Grantor	U.S.	2610263	8/20/02	
Your Prescription for Savings	Grantor	U.S.	2574287	5/28/02	
Cost Cutters	Grantor	State of New Jersey	14885	10/1/97	

<b>PENDING TRADEMARK APPLICATIONS</b>				
<b>Trademark</b>	<b>Applicant</b>	<b>Country of Registration</b>	<b>Application Number</b>	<b>Filing Date</b>
None				