

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
TVC Communications, L.L.C.		05/26/2005	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	Wachovia Bank, National Association, as Administrative Agent		
Street Address:	1339 Chestnut Street		
City:	Philadelphia		
State/Country:	PENNSYLVANIA		
Postal Code:	19101		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	2526613	MAXCELL	
Registration Number:	0812942	TVC	
Registration Number:	2089054	MARATHON	
Registration Number:	2526028	MARATHON	
CORRESPONDENCE DATA			
Fax Number:	(717)232-4015		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	717-237-5516		
Email:	swapicelli@duanemorris.com		
Correspondent Name:	Samuel W. Apicelli		
Address Line 1:	305 North Front Street		
Address Line 4:	Harrisburg, PENNSYLVANIA 17108-1003		
NAME OF SUBMITTER:	Samuel W. Apicelli		
Signature:	/Samuel W. Apicelli/		

CH \$115.00 2526613

Date:

06/01/2005

Total Attachments: 2

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**NOTICE OF GRANT OF SECURITY INTEREST
IN TRADEMARKS**

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of May 26, 2005 (as the same may be amended, modified, extended or restated from time to time, the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and WACHOVIA BANK, NATIONAL ASSOCIATION, as agent (the "Administrative Agent") for the financial institutions referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon the trademarks and trademark applications shown below to the Administrative Agent for the benefit of the Administrative Agent and the Lenders:

TRADEMARKS

<u>Trademark No.</u>	<u>Description of Trademark Item</u>	<u>Date of Trademark</u>
2,526,613	MAXCELL	
812,942	TVC	
2,089,054	MARATHON AND DESIGN	
2,526,028	MARATHON AND DESIGN	


Trademark Applications

<u>Trademark Applications No.</u>	<u>Description of Trademark Applied For</u>	<u>Date of Trademark Applications</u>

The undersigned Obligor and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that (i) the undersigned Obligor remains the exclusive owner of all rights in the trademarks and trademark applications listed above, including all rights to sue for infringement thereof, (ii) the security interest in the foregoing trademarks and trademark applications may only be terminated in accordance with the terms of the Security Agreement or by mutual, written agreement between the Obligors and the Administrative Agent and (iii) the security interest in the foregoing trademarks and trademark applications is not to be construed as an assignment of any trademark or trademark application by the Obligor to the Administrative Agent or the Lenders.

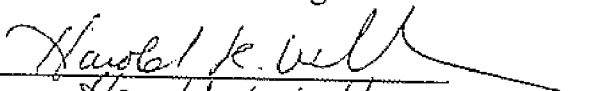
Very truly yours,

TVC COMMUNICATIONS, L.L.C.

By: 
Name: Lynn A. Boyer
Title: Vice President of Finance

Acknowledged and Accepted:

WACHOVIA BANK, NATIONAL ASSOCIATION,
as Administrative Agent

By: 
Name: Harold K. Wallace
Title: Director