Form PTO-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

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

1. Name of conveying party(ies):

BDR Broadband, LLC

☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☐ Corporation-State
☑ Other Limited Liability Company

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

3. Nature of conveyance:

☐ Assignment ☐ Merger
☑ Security Agreement ☐ Change of Name
☐ Other _____

Execution Date: 12/28/05

2. Name and address of receiving party(ies)

Name: National City Business Credit, Inc.
Internal Address: _____

Street Address: 1965 East 6th Street, 4th Fl.

City: Cleveland State: OH Zip: 44114

☐ Individual(s) citizenship _____
☐ Association _____
☐ General Partnership _____
☐ Limited Partnership _____
☑ Corporation-State Ohio
☐ 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) _____

B. Trademark Registration No.(s) 2,913,636 and 2,913,635

Additional number(s) attached ☐ Yes ☑ No

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

Name: Jill W. Sabo, Esquire

Internal Address: _____

Street Address: Thorp Reed & Armstrong, LLP

One Oxford Centre, 301 Grant Street, 14th Fl.

City: Pittsburgh State: PA Zip: 15219-1425

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41) .... $ 65.00

☐ Enclosed
☑ Authorized to be charged to deposit account

8. Deposit account number:

20-0888

DO NOT USE THIS SPACE

9. Signature.

Jenifer S. Tarasi, Esquire
_____
Name of Person Signing

_____
Signature

January 6, 2006
_____
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 $65.00 200888 2913636

700237659

**TRADEMARK
REEL: 003252 FRAME: 0110**

NOTICE OF SECURITY INTEREST
U.S. TRADEMARKS

WHEREAS, BDR Broadband, LLC, a Delaware limited liability company (the "Grantor"), owns the trademarks listed on the annexed Schedule A, which trademarks are registered, to the extent indicated, in the United States Trademark Office (the "Trademarks");

WHEREAS, pursuant to that certain Credit and Security Agreement, dated of even date herewith, by and among the Grantor, BTL (as defined in the Credit Agreement (as hereinafter defined)), National City Business Credit, Inc., an Ohio corporation ("NCBC") (NCBC, in such capacity, the "Grantee") and National City Bank, a national banking association, as the Issuer (as defined in the Credit Agreement) (as amended, modified or supplemented from time to time, the "Credit Agreement"), the Grantor is obligated to the Grantee, and the Grantor, BTL and BTIC have entered into that certain Patent, Trademark and Copyright Security Agreement, dated of even date herewith (the "Security Agreement") in favor of the Grantee; and

WHEREAS, pursuant to the Security Agreement, the Grantor has granted to the Grantee (for itself and the Issuer), a mortgage on, pledge of and security interest in all right, title and interest of the Grantor in and to the Trademarks, and the registrations or applications for registration thereof, and all proceeds thereof, including, without limitation, any royalties, claims for infringement and proceeds of sale or other disposition thereof (the "Trademark Collateral") to secure the payment and performance of the Obligations (as defined in the Credit Agreement).
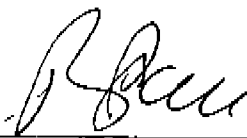
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound hereby, the Grantor does hereby grant to the Grantee (for itself and the Issuer) a mortgage on, pledge of and security interest in the Trademark Collateral to secure prompt payment and performance of the Obligations.

The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Grantee (for itself and the Issuer) with respect to the assignment of, mortgage on, pledge of and security interest in the Trademark Collateral made and granted hereby 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 in this Assignment.

The Grantee's address is 1965 East 6th Street, 4th Floor, Cleveland, Ohio 44114.

IN WITNESS WHEREOF, the Grantor has caused this Notice of Security Interest to be duly executed on the _____ day of December, 2005, to be effective on the 29th day of December, 2005.

BDR Broadband, LLC

By: _____

Name: Robert J. Palle, Jr.

Title: Manager

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ACKNOWLEDGMENT

COMMONWEALTH OF PENNSYLVANIA   )

)   SS:

COUNTY OF __Delaware__   )

On this __28__ day of December, 2005, before me, the undersigned officer, a Notary Public, personally appeared _Robert J. Palle, Jr._, who being duly sworn, did acknowledge himself/herself to be the __Manager__ of BDR Broadband, LLC, a Delaware limited liability company, and that he/she, as such officer, being authorized to do so executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

_____Kathleen Carlberg_____
Notary Public

My Commission Expires:

[SEAL]

COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Kathleen Carlberg, Notary Public
Nether Providence Twp., Delaware County
My Commission Expires Oct. 7, 2006
Member, Pennsylvania Association of Notaries

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Schedule A

- "BDR Broadband" (typed drawing), Registration No. 2,913,636 (Owner: BDR)

- "BDR Broadband a Blonder Tongue Company" (design plus words), Registration No. 2,913,635 (Owner: BDR)