

Form PTO-1594 (Rev. 03-11)  
OMB Collection 0651-0027 (exp. 03/31/2012)

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

### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

**1. Name of conveying party(ies):**

THE HAMBURGER MUSEUM, INC.

- Individual(s)
- General Partnership
- Corporation- State: Pennsylvania
- Other \_\_\_\_\_

- Association
- Limited Partnership

Citizenship (see guidelines) \_\_\_\_\_

Additional names of conveying parties attached?  Yes  No

**3. Nature of conveyance )/Execution Date(s) :**

Execution Date(s) March 30, 2012

- 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: DN8 First, N.A.

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

Street Address: 4 Brandywine Avenue

City: Downingtown

State: PA

Country: USA Zip: 19335

Association Citizenship \_\_\_\_\_

General Partnership Citizenship \_\_\_\_\_

Limited Partnership Citizenship \_\_\_\_\_

Corporation Citizenship \_\_\_\_\_

Other National Bank Citizenship USA

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)

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)  
1487979; 1554238; 1552362; 1967702; 1894230; 1885127; 1945117; 3009862; 2617162; 2488301

Additional sheet(s) attached?  Yes  No

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

Various Trademarks used by The Hamburger Museum, Inc. d/b/a "Nifty Fifty's". See attachments to Security Agreement.

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

Name: Anthony M. Brichta

Internal Address: Buckley Brion LLP

Street Address: 118 West Market St., Suite 300

City: West Chester

State: PA Zip: 19382

Phone Number: 610-436-4400

Fax Number: 610-436-6179

Email Address: abrichta@buckleyllp.com

**6. Total number of applications and registrations involved:**

Ten (10)

**7. Total fee (37 CFR 2.6(b)(6) & 3.41)** \$265.00

- Authorized to be charged to deposit account
- Enclosed

**8. Payment Information:**

Deposit Account Number \_\_\_\_\_

Authorized User Name \_\_\_\_\_

9. Signature: \_\_\_\_\_  
/anthony m brichta/  
Signature

4/2/2012  
Date

Anthony M. Brichta

Name of Person Signing

Total number of pages including cover sheet, attachments, and document **18**

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:  
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK

**TRADEMARK SECURITY AGREEMENT**

This **TRADEMARK SECURITY AGREEMENT** is made as of March 30, 2012, by and between **NFIP, LLC** a Pennsylvania limited liability company and **The Hamburger Museum, Inc.**, a Pennsylvania Corporation (collectively with their successors and permitted assigns, the "Assignors"), and among **DNB First, N.A.** (together with its successors and assigns the "Assignee") and is made pursuant to the Loan and Security Agreement dated as of the date hereof.

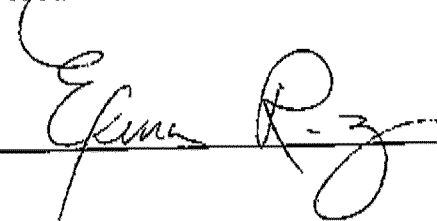
**WHEREAS**, Assignors are the owner of certain trademarks, together with the goodwill of the business connected with the use of and symbolized thereby, including those listed on Exhibit A hereto (the "Marks"); and

**WHEREAS**, Assignors, as borrowers, together with other affiliates, and Assignee, as creditor entered into that certain Loan and Security Agreement dated as of the date hereof pursuant to which the Assignee agreed to extend credit to the Assignor on the terms and conditions described therein; and

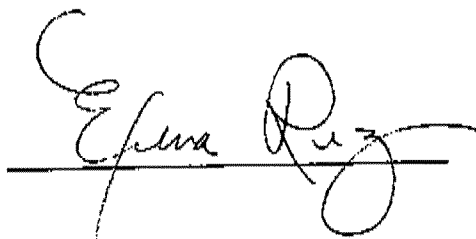
**WHEREAS**, one of the conditions to the extension of credit under the Loan Agreement is that payment of the obligations under the Amended and Restated Note (as defined in the Loan Agreement) shall be secured by, among other things, a security interest in favor of the Assignee in the Marks and all Proceeds and Assignor is willing to grant to the Assignee a security interest in the Marks.

**NOW, THEREFORE**, for good and valuable consideration, as security for the due and timely payment and performance of the obligations under Loan and Security Agreement, Assignor hereby pledges and grants to Assignee a security interest and lien in and to the Marks and gives notice of such security interest and the existence of the Security Agreement providing therefor.

ATTEST:

  
\_\_\_\_\_

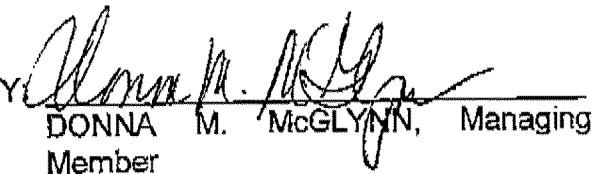
ATTEST:

  
\_\_\_\_\_

**THE HAMBURGER MUSEUM, INC.**,  
a Pennsylvania Corporation

BY:   
DONNA M. McGLYNN, President

**NFIP, LLC**,  
a Pennsylvania Limited Liability  
Company

BY:   
DONNA M. McGLYNN, Managing  
Member

**EXHIBIT A**

**"Nifty Fifty's" Reg. No. 1,487,979**  
**Trademark Reg. No. 1,554,238**  
**"Taste the Memories" Reg. No. 1,552,362**  
**"Blue Ribbon Milk Shakes" Reg. No. 1,967,702**  
**"Exotic Milk Shakes" Reg. No. 1,894,230**  
**"Royal Filet Mignon" Reg. No. 1,885,127**  
**"World's Largest Soda Fountain" Reg. No. 1,945,117**  
**Trademark Reg. No. 3,009,862**  
**"Watch Us Do It Fresh" Reg. No. 2,617,162**  
**"Shakeman" Reg. No. 2,488,301**  
**Trademark Reg. No. 3,924,409**  
**"Readers Are Leaders" Reg. No. 3,325,074.**

**Copies of the above reference Marks are attached hereto.**



Int. Cl: 42

Prior U.S. Cl: 100

Reg. No. 1,487,979

United States Patent and Trademark Office Registered May 18, 1988

SERVICE MARK  
PRINCIPAL REGISTER

**Nifty Fifty's**

HAMBURGER MUSEUM, INC., THE (PENN-  
SYLVANIA CORPORATION)  
ROUTE NO. 420  
1900 MAC DADE BLVD.  
FOLSOM, PA 19003

FIRST USE 7-3-1987; IN COMMERCE  
7-3-1987.

SER. NO. 683,146, FILED 9-8-1987.

FOR: RESTAURANT AND CARRY OUT  
FOOD SERVICES, IN CLASS 42 (U.S. CL 100).

STEVEN R. POSTER, EXAMINING ATTORNEY



Int. Cl.: 42

Prior U.S. Cls.: 100 and 101

Reg. No. 1,554,238

Registered Aug. 29, 1989

**United States Patent and Trademark Office**

**SERVICE MARK  
PRINCIPAL REGISTER**



HAMBURGER MUSEUM, INC., THE (PENN-  
SYLVANIA CORPORATION)  
1900 MAC DADE BLVD., ROUTE NO. 420  
POLSOM, PA 19033

FIRST USE 3-17-1988; IN COMMERCE  
3-17-1988.

SER. NO. 766,936, FILED 12-2-1988.

FOR: RESTAURANT, CARRY OUT AND  
RETAIL FOOD STORE SERVICES, IN CLASS  
42 (U.S. CLS. 100 AND 101).

MARTIN MARKS, EXAMINING ATTORNEY



Int. Cl.: 42

Prior U.S. Cls.: 100 and 101

Reg. No. 1,552,362

**United States Patent and Trademark Office** Registered Aug. 15, 1989

**SERVICE MARK  
PRINCIPAL REGISTER**

**TASTE THE MEMORIES**

HAMBURGER MUSEUM, INC., THE (PENN-  
SYLVANIA CORPORATION)  
1900 MAC DADE BLVD. AT ROUTE NO. 420  
FOLSOM, PA 19033

FIRST USE 3-17-1988; IN COMMERCE  
3-17-1988.

SER. NO. 766,935, FILED 12-2-1988.

FOR: RESTAURANT, CARRY OUT AND  
RETAIL FOOD STORE SERVICES, IN CLASS  
42 (U.S. CLS. 100 AND 101).

MARTIN MARKS, EXAMINING ATTORNEY



Int. CL: 30

Prior U.S. CL: 46

Reg. No. 1,967,702

United States Patent and Trademark Office Registered Apr. 16, 1996

TRADEMARK  
PRINCIPAL REGISTER

BLUE RIBBON MILK SHAKES

HAMBURGER MUSEUM, INC., THE (PENN-  
SYLVANIA CORPORATION)  
ROUTE 420  
1900 MACDADE BOULEVARD  
FOLSOM, PA 19003

FOR: FOOD PRODUCTS, NAMELY MILK  
SHAKES, IN CLASS 30 (U.S. CL. 46).  
FIRST USE 3-17-1988; IN COMMERCE  
3-17-1988.

NO CLAIM IS MADE TO THE EXCLUSIVE  
RIGHT TO USE "MILK SHAKES", APART  
FROM THE MARK AS SHOWN.

SER. NO. 74-523,913, FILED 5-12-1994.

NORA BUCHANAN WILL EXAMINING AT-  
TORNEY



Int. Cl.: 30

Prior U.S. Cl.: 46

Reg. No. 1,894,230

**United States Patent and Trademark Office** Registered May 16, 1995

**TRADEMARK  
PRINCIPAL REGISTER**

**EXOTIC MILK SHAKES**

HAMBURGER MUSEUM, INC. THE (PENN-  
SYLVANIA CORPORATION)  
ROUTE 42D  
1900 MACDADE BOULEVARD  
FOLSOM, PA 19003

FIRST USE 3-17-1988; IN COMMERCE  
3-17-1988.

NO CLAIM IS MADE TO THE EXCLUSIVE  
RIGHT TO USE "MILK SHAKES", APART  
FROM THE MARK AS SHOWN.

FOR: FOOD PRODUCTS, NAMELY MILK  
SHAKES UTILIZING HIGH QUALITY COMPO-  
NENTS, IN CLASS 30 (U.S. CL. 46).

SER. NO. 74-524,168, FILED 5-12-1994.

MARK T. MULLEN, EXAMINING ATTORNEY





Int. Cl.: 29

Prior U.S. Cl.: 46

Reg. No. 1,885,127

**United States Patent and Trademark Office** Registered Mar. 21, 1995

**TRADEMARK  
PRINCIPAL REGISTER**

**ROYAL FILET MIGNON**

HAMBURGER MUSEUM, INC. THE (PENN-  
SYLVANIA CORPORATION)  
ROUTE 420  
1509 MACDADE BOULEVARD  
POLSOM, PA 19003

FIRST USE 3-17-1988; IN COMMERCE  
3-17-1988.  
NO CLAIM IS MADE TO THE EXCLUSIVE  
RIGHT TO USE "FILET MIGNON", APART  
FROM THE MARK AS SHOWN.

FOR: FOOD PRODUCTS, NAMELY BEEF  
STEAK, IN CLASS 29 (U.S. CL. 46).

SER. NO. 74-523,819, FILED 5-11-1994.  
DONNA MIRMAN, EXAMINING ATTORNEY

Int. Cl.: 42



Prior U.S. Cls.: 100 and 101

**United States Patent and Trademark Office**

Reg. No. 1,945,117

Registered Jan. 2, 1996

**SERVICE MARK  
PRINCIPAL REGISTER**

**WORLD'S LARGEST SODA FOUNTAIN**

HAMBURGER MUSEUM, INC., THE (PENN-  
SYLVANIA CORPORATION)  
ROUTE 420  
1900 MACDADE BOULEVARD  
POLSOM, PA 19003

FIRST USE 3-17-1988; IN COMMERCE  
3-17-1988.

SEC. 2(F).

SER. NO. 74-538,322, FILED 6-16-1994.

FOR: RESTAURANT SERVICES, NAMELY  
SERVING SPECIALIZED SODA FOUNTAIN  
FLAVORS, IN CLASS 42 (U.S. CLS. 100 AND  
101).

KIMBERLY KREHELY, EXAMINING ATTOR-  
NEY

Int. Cl.: 32

Prior U.S. Cls.: 45, 46 and 48

Reg. No. 3,009,862

United States Patent and Trademark Office

Registered Nov. 1, 2005

TRADEMARK  
PRINCIPAL REGISTER



HAMBURGER MUSEUM, INC., THE (PENNSYLVANIA CORPORATION)  
1900 MACDADE BOULEVARD  
FOLSOM, PA 19043

NO CLAIM IS MADE TO THE EXCLUSIVE RIGHT TO USE "PHILADELPHIA ORIGINAL", "DRINK" AND "COLA", APART FROM THE MARK AS SHOWN.

FOR: SOFT DRINKS, NAMELY COLA FLAVORED SODAS, IN CLASS 32 (U.S. CLS. 45, 46 AND 48).

THE STIPPLING IS FOR SHADING PURPOSES.

SER. NO. 76-214,859, FILED 1-31-2001.

FIRST USE 1-1-1997; IN COMMERCE 1-1-1997.

INGRID C. EULIN, EXAMINING ATTORNEY

Int. Cl.: 42

Prior U.S. Cls.: 100 and 101

Reg. No. 2,617,162

Registered Sep. 18, 2002

**United States Patent and Trademark Office**

**SERVICE MARK  
PRINCIPAL REGISTER**

**WATCH US DO IT FRESH**

THE HAMBURGER MUSEUM, INC. (PENNSYLVANIA CORPORATION)  
1900 MACDADE BOULEVARD  
FOLSOM, PA 19043

FIRST USE 12-1-1990; IN COMMERCE 12-1-1990.

SEC. 2(F).

FOR: RESTAURANT SERVICES, NAMELY THE MAKING OF FOODS FOR CONSUMPTION ON THE PREMISES WHICH USE FRESH COMPONENTS THE PREPARATION OF WHICH MAY BE VIEWED BY THE PUBLIC, IN CLASS 42 (U.S. CLS. 100 AND 101).

SER. NO. 76-203,205, FILED 1-31-2001.

DAWN HAN, EXAMINING ATTORNEY

Int. CL: 41

Prior U.S. Cls.: 100, 101, and 107

United States Patent and Trademark Office

Reg. No. 2,488,301

Registered Sep. 11, 2001

**SERVICE MARK  
PRINCIPAL REGISTER**

**SHAKEMAN**

HAMBURGER MUSEUM, INC., THE (PENNSYLVANIA CORPORATION)  
1900 MACDADE BOULEVARD  
FOLSOM, PA 19043

CELLENCE, IN CLASS 41 (U.S. CLS. 100, 101 AND 107).

FIRST USE 3-1-1998; IN COMMERCE 2-1-1999.

SN 75-638,773, FILED 2-11-1999.

FOR: CONDUCTING EDUCATIONAL INCENTIVE AWARD PROGRAMS, NAMELY, PROVIDING MERCHANDISE REWARDS TO STUDENTS FOR THE PURPOSE OF PROMOTING ACADEMIC EX-

KHANH LE, EXAMINING ATTORNEY

Int. Cls.: 35 and 41

Prior U.S. Cls.: 100, 101, 102, and 107

United States Patent and Trademark Office

Reg. No. 3,325,074

Registered Oct. 30, 2007

**SERVICE MARK  
PRINCIPAL REGISTER**

**READERS ARE LEADERS**

NFIP, LLC (PENNSYLVANIA LTD LIAB CO)  
220 KEDRON AVENUE  
FOLSOM, PA 19033

FOR: CONDUCTING INCENTIVE AWARD PROGRAMS, NAMELY, PROVIDING MERCHANDISE REWARDS TO SCHOOL STUDENTS FOR THE PURPOSE OF PROMOTING THE SALE OF PRODUCTS AND SERVICES OF OTHERS, IN CLASS 35 (U.S. CLS. 100, 101 AND 102).

FIRST USE 11-1-2001; IN COMMERCE 11-1-2004.

FOR: EDUCATIONAL SERVICES, NAMELY, PROVIDING INCENTIVES TO STUDENTS TO DEMONSTRATE EXCELLENCE IN THE FIELD OF SCHOLASTIC ACHIEVEMENT THROUGH THE ISSUANCE OF AWARDS, IN CLASS 41 (U.S. CLS. 100, 101 AND 107).

FIRST USE 11-1-2001; IN COMMERCE 11-1-2004.

SN 76-457,237, FILED 10-9-2002.

JOHN SCHUYLER YARD, EXAMINING ATTORNEY

# United States of America

United States Patent and Trademark Office



Reg. No. 3,924,409

Registered Mar. 1, 2011

Int. CL: 43

SERVICE MARK

PRINCIPAL REGISTER

NFIP, LLC (PENNSYLVANIA LLC)  
220 KEDRON AVENUE  
FOLSOM, PA 19033

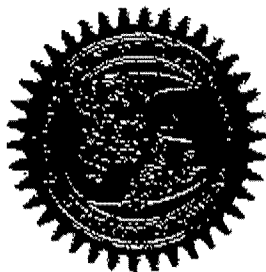
FOR: RESTAURANT SERVICES, INCLUDING SIT-DOWN SERVICE OF FOOD AND TAKE-OUT RESTAURANT SERVICES, IN CLASS 43 (U.S. CLS. 100 AND 101).

FIRST USE 6-1-2010; IN COMMERCE 6-1-2010.

THE MARK IS A STYLIZED BABY CARRIAGE INSIDE OF WHICH IS A DRAWING OF A HAMBURGER. THE BABY CARRIAGE HAS STARS SPANGLED THROUGHOUT ITS EXTERIOR AND STARS IN THE BACKGROUND OF THE CARRIAGE. BELOW THE DESIGN IS THE WORDING "WE BABY OUR BURGERS!".

SER. NO. 76-703,836, FILED 7-19-2010.

REBECCA POVARCHUK, EXAMINING ATTORNEY



*David J. Kyffers*

Director of the United States Patent and Trademark Office

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER (optional)

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

Stephen P. McGuire, Esquire  
 Buckley Brion LLP  
 118 West Market Street, Suite 300  
 West Chester, PA 19382

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME  
**The Hamburger Museum, Inc.**

OR  
 1b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

1c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY  
**1900 MacDade Boulevard Folsom PA 19033 USA**

1d. SEE INSTRUCTIONS ADD'L INFO RE ORGANIZATION DEBTOR 1e. TYPE OF ORGANIZATION 1f. JURISDICTION OF ORGANIZATION 1g. ORGANIZATIONAL ID #, if any  
**Corporation Pennsylvania 884532**  NONE

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME

OR  
 2b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

2c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

2d. SEE INSTRUCTIONS ADD'L INFO RE ORGANIZATION DEBTOR 2e. TYPE OF ORGANIZATION 2f. JURISDICTION OF ORGANIZATION 2g. ORGANIZATIONAL ID #, if any  
 NONE

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME  
**DNB First, N.A.**

OR  
 3b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

3c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY  
**4 Brandywine Avenue Downingtown PA 19335**

4. This FINANCING STATEMENT covers the following collateral:

All of Debtor's assets, including but not limited to, all now owned or hereafter acquired, created, or arising accounts, goodwill, equipment, accessions, chattel paper, electronic chattel paper, fixtures, goods, records, documents, instruments, inventory, goods, machinery, furniture, fixtures, equipment, general intangibles, all intellectual property (including but not limited to all trademarks, tradenames, and service marks) contract rights, deposit accounts and investment property, commercial tort claims, property in Secured Party's possession and all cash and non-cash proceeds thereof (including, without limitation, insurance proceeds) and proceeds of proceeds.

The intellectual property of the Debtor includes but is not limited to the following trademarks and service marks: "Nifty Fifty's" Reg. No. 1,487,979; Reg. No. 1,554,238; "Taste the Memories" Reg. No. 1,552,362; "Blue Ribbon Milk Shakes" Reg. No. 1,967,702; "Exotic Milk Shakes" Reg. No. 1,894,230; "Royal Filet Mignon" Reg. No. 1,885,127; "World's Largest Soda Fountain" Reg. No. 1,945,117; Reg. No. 3,009,862; "Watch Us Do It Fresh" Reg. No. 2,617,162; "Shakeman" Reg. No. 2,488,301.

5. ALTERNATIVE DESIGNATION (if applicable): LESSEE/LESSOR CONSIGNEE/CONSIGNOR BAILEE/BAILOR SELLER/BUYER AG. UEN NON-UCC FILING

6.  This FINANCING STATEMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS. Attach Addendum  if applicable. 7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (OPTIONAL FEE)  All Debtors  Debtor 1  Debtor 2

8. OPTIONAL FILER REFERENCE DATA



UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (from and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

Stephen P. McGuire, Esquire  
 Buckley Brion LLP  
 118 West Market Street, Suite 300  
 West Chester, PA 19382

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - Insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME  
**NFIP, LLC**

OR

1b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

1c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

**220 Kedron Avenue Folsom PA 19033**

1d. SEE INSTRUCTIONS ADD'L INFO RE ORGANIZATION DEBTOR 1e. TYPE OF ORGANIZATION 1f. JURISDICTION OF ORGANIZATION 1g. ORGANIZATIONAL ID #, if any

**LLC Pennsylvania 3268895**  NONE

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - Insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME

OR

2b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

2c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

2d. SEE INSTRUCTIONS ADD'L INFO RE ORGANIZATION DEBTOR 2e. TYPE OF ORGANIZATION 2f. JURISDICTION OF ORGANIZATION 2g. ORGANIZATIONAL ID #, if any

NONE

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR(S/P) - Insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME  
**DNB First, N.A.**

OR

3b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

3c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

**4 Brandywine Avenue Downingtown PA 19335**

4. This FINANCING STATEMENT covers the following collateral:

All of Debtor's assets, including but not limited to, all now owned or hereafter acquired, created, or arising accounts, goodwill, equipment, accessions, chattel paper, electronic chattel paper, fixtures, goods, records, documents, instruments, inventory, goods, machinery, furniture, fixtures, equipment, general intangibles, all intellectual property (including but not limited to all trademarks, tradenames, and service marks) contract rights, deposit accounts and investment property, commercial tort claims, property in Secured Party's possession and all cash and non-cash proceeds thereof (including, without limitation, insurance proceeds) and proceeds of proceeds.

The intellectual property of the Debtor includes, but is not limited to, the following trademarks and service marks: Reg. No. 3,924,409, "Readers Are Leaders" Reg. No. 3,325,074.

5. ALTERNATIVE DESIGNATION (if applicable): LESSEE/LESSOR CONSIGNEE/CONSIGNOR BAILEE/BAILOR SELLER/BUYER AG. LIEN NON-UCC FILING

6.  This FINANCING STATEMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS. Attach Address(es)  If applicable. 7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (ADDITIONAL FEE)  All Debtors  Debtor 1  Debtor 2

8. OPTIONAL FILER REFERENCE DATA