

04-14-2004

Form PTO-1594  
(Rev. 10/02)  
OMB No. 0651-0027 (exp. 6/30/2005)  
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U.S. DEPARTMENT OF COMMERCE  
U.S. Patent and Trademark Office

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

4-13-04

1. Name of conveying party(ies):

Carey Licensing, Inc.

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

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

3. Nature of conveyance:

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

Execution Date: 03/02/2004

2. Name and address of receiving party(ies)

Name: Wachovia Bank, National Association,

Internal Address: as Administrative Agent

Street Address: 301 South College Street

City: Charlotte State: NC Zip: 28288-0680

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

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) \_\_\_\_\_  
See attached Schedule A

B. Trademark Registration No.(s) \_\_\_\_\_  
See attached Schedule A

Additional number(s) attached  Yes  No

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

Name: Elizabeth Arno

Internal Address: O'Melveny & Myers LLP

Times Square Tower

Street Address: 7 Times Square

Suite 2840

City: New York State: NY Zip: 10036

6. Total number of applications and registrations involved: \_\_\_\_\_

3

7. Total fee (37 CFR 3.41).....\$ \_\_\_\_\_

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

N/A

DO NOT USE THIS SPACE

9. Signature.

Elizabeth Arno

Name of Person Signing

Signature

4/13/04

Date

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

5

04/15/2004 LMOELLER 00000016 76473369

01 FC:8521  
02 FC:8522

40.00 DP  
50.00 DP

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

TRADEMARK  
REEL: 002950 FRAME: 0444

**SCHEDULE A**

**TRADEMARKS AND TRADEMARK APPLICATIONS**

<u>Pledgor</u>	<u>Mark</u>	<u>Application or Registration No.</u>	<u>Country</u>	<u>Issue or Filing Date</u>
Carey Licensing, Inc.	DRIVEN TO DO MORE FOR YOU	76/473,369	U.S	11/27/02
Carey Licensing, Inc.	CAREY YOUR CAR IS HERE	76/473,370	U.S.	11/27/02
Carey Licensing, Inc.	CAREY UNIVERSITY	24/61355	U.S	02/25/00

**PATENTS AND PATENT APPLICATIONS**

<u>Pledgor</u>	<u>Application or Registration No.</u>	<u>Country</u>	<u>Inventor</u>	<u>Issue or Filing Date</u>


**ASSIGNMENT AND GRANT OF  
SECURITY INTEREST IN TRADEMARKS**

**WHEREAS, CAREY LICENSING, INC.** (the "Pledgor") is the owner of the trademarks and service marks listed on Schedule A attached hereto, which marks are registered or have pending registrations in the United States Patent and Trademark Office as set forth on Schedule A attached hereto (all such trademarks, service marks, registrations and applications, collectively, the "Trademarks"); and

**WHEREAS**, the Pledgor has entered into a Security Agreement (as amended, modified, restated or supplemented from time to time, the "Security Agreement"), dated as of September 20, 2000, in which the Pledgor has agreed with Wachovia Bank, National Association (formerly known as First Union National Bank), as Administrative Agent (the "Administrative Agent"), with offices at 301 South College Street NC0680, Charlotte, North Carolina 28288-0680, to execute this Assignment;

**NOW, THEREFORE**, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, as security for the payment and performance of the Secured Obligations (as defined in the Security Agreement), the Pledgor does hereby assign and grant to the Administrative Agent a security interest in all of its right, title and interest in and to the Trademarks and the Patents, and the use thereof, together with all proceeds and products thereof and the goodwill of the businesses symbolized by the Trademarks and the Patents. This Assignment has been given in conjunction with the assignment and security interest granted to the Administrative Agent under the Security Agreement, and the provisions of this Assignment are without prejudice to and in addition to the provisions of the Security Agreement, which are incorporated herein by this reference.

**CAREY LICENSING, INC.**

By: 

Title: Mitchell J. Lahr  
Vice President and Treasurer

State of DISTRICT OF COLUMBIA

County of \_\_\_\_\_

Before me appeared Mitchell J. Lahr, the person who signed this instrument, who acknowledged that he/she signed it as a free act on his/her own behalf or on behalf of the identified corporation or other juristic entity with authority to do so.

This 26<sup>th</sup> day of February, 2004.

Mary Ann Fimmel  
Notary Public

Mary Ann Fimmel  
Notary Public District of Columbia  
My commission expires December 14, 2006

(Seal)

My Commission Expires: December 14, 2006



**O'MELVENY & MYERS LLP**

BEIJING  
CENTURY CITY  
HONG KONG  
IRVINE  
LONDON  
LOS ANGELES

Times Square Tower  
7 Times Square  
New York, New York 10036  
TELEPHONE (212) 326-2000  
FACSIMILE (212) 326-2061  
www.omm.com

NEWPORT BEACH  
SAN FRANCISCO  
SHANGHAI  
SILICON VALLEY  
TOKYO  
WASHINGTON, D.C.

April 13, 2004

**BY HAND DELIVERY**

Commissioner of Patents & Trademarks  
Box Assignments  
Washington, D.C. 20231

OUR FILE NUMBER  
897,199-009

WRITER'S DIRECT DIAL  
(212) 326-2040

WRITER'S E-MAIL ADDRESS  
earno@omm.com

**Re: Wachovia Corporation/Carey International**  
• ***Grant of Trademark Security Interest***

Dear Sir or Madam:

Enclosed please find the following originally executed documents for recording: (1) Assignment and Grant of Security Interest in Patents and Trademarks, along with the completed, corresponding Recordation Form Cover Sheet, which we would like to have filed and recorded with the United States Patent and Trademark Office as soon as possible. In addition, please find a check for the appropriate filing fee amount of \$90.00.

Kindly file stamp the attached photocopy of this letter to serve as our proof of submittal at this time.

If you have any questions or concerns, please call me at (212) 326-2040. Thank you very much for your assistance.

Sincerely,

Elizabeth Arno  
Legal Assistant

Enclosures

cc: Yanmei Wei, Esq.

NY1:1506569.1

**RECORDED: 04/13/2004**

**TRADEMARK**  
**REEL: 002950 FRAME: 0448**