

12-21-1999



101229118  
TRADEMARKS ONLY

MWJ  
12/6/99

OPR FINANCE

1999 DEC - 6 PM 12:25

Effective Date  
Month Day Year  
11/23/99

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies)

Submission Type

- New
- Resubmission (Non-Recordation)  
Document ID#
- Correction of PTO Error  
Reel #  Frame #
- Corrective Document  
Reel #  Frame #

Conveyance Type

- Assignment  License
- Security  Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

11/23/99

Name

Formerly

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)     
City State/Country Zip Code

- Individual  General Partnership  Limited Partnership
- Corporation  Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

12/20/1999 DWGUYEN 00000016 75581305

01 FC:481  
02 FC:482  
40.00 OP  
100.00 GP

**Domestic Representative Name and Address**

Enter for the first Receiving Party Only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages** Enter the total number of pages of the attached conveyance document including any attachments. #

**Trademark Application Number(s) or Registration Number(s)**  Mark if additional numbers attached  
Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="75/581,305"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,848,351"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75/729,584"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,206,766"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,206,767"/>	<input type="text"/>	<input type="text"/>

**Number of Properties** Enter the total number of properties involved. #

**Fee Amount** Fee Amount for Properties Listed (37 CFR 3.41): \$

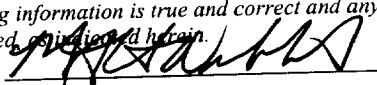
Method of Payment: Enclosed  Deposit Account   
Deposit Account (any deficiency)  
(Enter for payment by deposit account or if additional fees can be charged to the account.)  
Deposit Account Number:

Authorization to charge additional fees: Yes  No

**Statement and Signature**

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Mark H. Webbink  
Name of Person Signing

  
Signature

\_\_\_\_\_  
Date Signed

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 November 23, 1999 (the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A., as Collateral Agent (the "Collateral Agent") for the Secured Parties referenced therein (the "Secured Parties"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Collateral Agent for the ratable benefit of the Secured Parties:

TRADEMARKS

<u>Trademark No.</u>	Description of Trademark <u>Item</u>	Date of <u>Trademark</u>
	See attached Schedule A.	

TRADEMARK APPLICATIONS

<u>Trademark Applications No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Applications</u>
	See attached Schedule A.	

The Obligors and the Collateral Agent, on behalf of the Secured Parties, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

UNIGROUP WORLDWIDE, INC.

By: Donald E. Ellington  
Name: DONALD E. ELLINGTON  
Title: Chief Financial Officer

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Collateral Agent

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

The Obligors and the Collateral Agent, on behalf of the Secured Parties, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.


Very truly yours,

UNIGROUP WORLDWIDE, INC.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Collateral Agent

By:   
Name: LISA S. DONOGHUE  
Title: Managing Director

SCHEDULE A

Trademark List

Page: 1

Tuesday, November 16, 1999

Client: 40084 Unigroup Worldwide, Inc.

Trademark Name	Attorney(s)	Client/Matter	Status	Application Number	Registration Number/Date	Renewal Date	First Use Date
----------------	-------------	---------------	--------	--------------------	--------------------------	--------------	----------------

ATTACHE SERVICES	MS CNB	40084/14066	Registered	74-345241	02-Aug-1994	02-Aug-2004	
Country: United States of America							
Owner: UniGroup, Inc.							
Classes: 39							

EXTRAPRO	MS	40084/14067	Published	75/581305			01-Oct-1998
Country: United States of America							
Owner: UniGroup, Inc.							
Classes: 36							

UNIGROUP WORLDWIDE	MS CNB	40084/14068	Registered	75/318705	01-Dec-1998	01-Dec-2008	01-Jan-1997
Country: United States of America							
Owner: UniGroup, Inc.							
Classes: 35 & 39							

UNIGROUP WORLDWIDE & DESIGN	MS CNB	40084/14069	Registered	75/318706	01-Dec-1998	01-Dec-2008	01-Jan-1997
Country: United States of America							
Owner: UniGroup, Inc.							
Classes: 35 & 39							

UNIGROUP WORLDWIDE CERTIFIED MO MS	CNB TJM	40084/15251	Pending	75/729584			
Country: United States of America							
Owner: UniGroup, Inc.							
Classes: 35 & 39							

UNIGROUP WORLDWIDE CONNECT	MS	40084/T0000	Unfiled				
Country: United States of America							
Owner: UniGroup, Inc.							
Classes: 39							

UNIGROUP WORLDWIDE CERTIFIED MO MS	CNB TJM	40084/15251	Pending	75/729584			
Country: United States of America							
Owner: UniGroup, Inc.							
Classes: 35 & 39							

UNIGROUP WORLDWIDE CONNECT	MS	40084/T0000	Unfiled				
Country: United States of America							
Owner: UniGroup, Inc.							
Classes: 39							

UNIGROUP WORLDWIDE CERTIFIED MO MS	CNB TJM	40084/15251	Pending	75/729584			
Country: United States of America							
Owner: UniGroup, Inc.							
Classes: 35 & 39							