

12-21-1999



101229424

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 #
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Conveyance Type

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

RECORDED - 6
INDEXED - 3
EFFECTIVE DATE
Month Day Year
11/23/99

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

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.)

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Mail documents to be recorded with required cover sheet(s) information to:
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12/20/1999 DNGUYEN 00000018 75385140

01 FC:481 40.00 OP
02 FC:482 175.00 OP

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TRADEMARK
REEL: 002002 FRAME: 0105

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="75/385,140"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,059,510"/>	<input type="text" value="2,054,795"/>	<input type="text" value="1,604,576"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,893,308"/>	<input type="text" value="1,982,947"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,545,879"/>	<input type="text" value="2,136,752"/>	<input type="text"/>

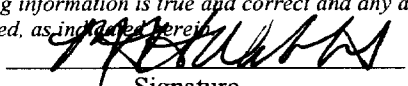
Number of Properties Enter the total number of properties involved. #

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  11/30/99
 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,

PINNACLE GROUP ASSOCIATES, 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,

PINNACLE GROUP ASSOCIATES, 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

Tuesday, November 16, 1999 Page: 1

Client: 40083 Pinnacle Group Associates, Inc

Trademark List

Trademark Name	Attorney(s)	Client/Matter	Status	Application Number /Filing Date	Registration Number/Date	Renewal Date	First Use Date
DESTINATION AMERICA	MS CNB	40083/14376	Registered	75/159271	06-May-1997	06-May-2007	01-May-1996
Country: United States of America							
Owner: UniGroup, Inc.							
Classes: 35							
GREATFINDS	MS CNB	40083/14205	Registered	74/515378	09-May-1995	09-May-2005	15-Aug-1993
Country: United States of America							
Owner: UniGroup, Inc.							
Classes: 35							
HOME MARKETING MANAGEMENT	MS CNB	40083/14207	Registered	733452	27-Jun-1989	27-Jun-2009	01-May-1986
Country: United States of America							
Owner: UniGroup, Inc.							
Classes: 16							
MISCELLANEOUS DESIGN (Three overlap	MS CNB	40083/14209	Registered	75/077419	22-Apr-1997	22-Apr-2007	01-Mar-1996
Country: United States of America							
Owner: UniGroup, Inc.							
Classes: 35							
ONESOURCE	MS CNB	40083/14211	Registered	74/537424	25-Jun-1996	25-Jun-2006	
Country: United States of America							
Owner: UniGroup, Inc.							
Classes: 35							
PINNACLE GROUP ASSOCIATES	MS CNB	40083/14212	Pending	75/385140			
Country: United States of America							
Owner: UniGroup, Inc.							
Classes: 35							
PREVIEW	MS CNB	40083/14213	Registered	75/154430	17-Feb-1998	17-Feb-2008	01-Aug-1995
Country: United States of America							
Owner: UniGroup, Inc.							
Classes: 35							
PRUDENT BUYER WORKSHEET	MS CNB	40083/14214	Registered	73/803058	03-Jul-1990	03-Jul-2000	01-Dec-1986
Country: United States of America							
Owner: UniGroup, Inc.							
Classes: 16							

TRADEMARK

REEL: 002002 FRAME: 0110

RECORDED: 12/06/1999