

06-02-2000



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OPR/FINANCE

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

5-15-80

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 Agreement Nunc Pro Tunc Assignment
- Merger
Effective Date
Month Day Year _____
- Change of Name
- Other MEMORANDUM OF SECURITY INTEREST IN TRADEMARKS

Conveying Party

Mark if additional names of conveying parties attached

Name GEORGE LITHOGRAPH COMPANY

Execution Date
Month Day Year
12 29 98

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization CALIFORNIA

Receiving Party

Mark if additional names of receiving parties attached

Name CANADIAN IMPERIAL BANK OF COMMERCE

DBA/AKA/TA _____

Composed of _____

Address (line 1) 425 LEXINGTON AVENUE , THIRD FLOOR

Address (line 2) _____

Address (line 3) NEW YORK

NY

10017

- Individual General Partnership Limited Partnership

Corporation Association

Other NEW YORK AGENT OF CANADIAN BANK

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.)

Citizenship/State of Incorporation/Organization CANADA

06/01/2000 DNGUYEN 00000185 1428813

FOR OFFICE USE ONLY

01 FC:401 40.00 DP
02 FC:402 50.00 DP

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

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 (704) 348-5105

Name

CADWALADER, WICKERSHAM & TAFT

Address (line 1)

RAYNARD D. HOOD, LEGAL ASSISTANT

Address (line 2)

227 WEST TRADE STREET, SUITE 2400

Address (line 3)

CHARLOTTE, NC 28202

Address (line 4)

Pages

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

3

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)

1,428,813	1,428,814	1,427,889

Number of Properties

Enter the total number of properties involved.

3

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 90

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(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.

LORI POTTS

Name of Person Signing

Signature

05/11/00

Date Signed

MEMORANDUM OF SECURITY INTEREST IN TRADEMARKS

United States Department of Commerce
Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Ladies and Gentlemen:

Pursuant to an Amended and Restated Subsidiaries Security Agreement, dated as of November 19, 1998 (as amended, supplemented or otherwise modified from time to time, the "Security Agreement"), GEORGE LITHOGRAPH COMPANY, a California corporation (the "Assignor"), has granted to CANADIAN IMPERIAL BANK OF COMMERCE, as agent for certain lenders, as Assignee (the "Assignee") a continuing security interest in, and a continuing lien upon, the Trademarks (as such term is defined in the Security Agreement) including the trademarks listed on the annexed Exhibit A, and all applications, registrations, renewals and proceeds (including accounts receivable and royalties) thereof (the "Trademarks"), together with the goodwill of the business connected with the use of and symbolized by the Trademarks. The Assignee's security interest in the Trademarks can only be terminated in accordance with the terms of the Security Agreement.

Dated: 12/29/98

Very truly yours,

GEORGE LITHOGRAPH COMPANY
as Assignor

By: Evan Wildstein
Name: Evan Wildstein
Title: Authorized Manager

ACKNOWLEDGED BY:

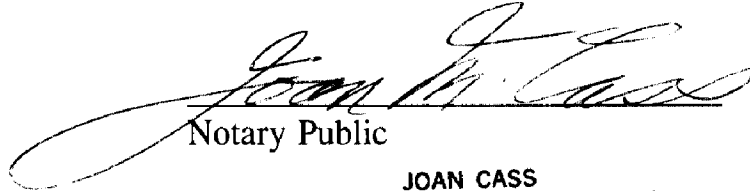
**CANADIAN IMPERIAL BANK
OF COMMERCE,**
as Assignee

By: Patricia Schapp
Name: PATRICIA SCHAPP
Title: EXECUTIVE DIRECTOR

STATE OF NEW YORK)
 :
COUNTY OF NEW YORK)

SS:

On November 30, 1998, before me personally came Evan Wildstein, to me known, who, by me duly sworn, did depose and say that deponent resides at 400 East 71st Street, #20F, New York, NY 10021, deponent is Authorized Manager of George Lithograph Company, the corporation described in and which executed the foregoing instrument; that the seal affixed to said instrument is the corporate seal of such corporation and that it was so affixed by order of the Board of Directors of such corporation; and that deponent signed deponent's name thereto by like order.



Notary Public

JOAN CASS
Notary Public, State of New York
No. 4923127
Qualified in Westchester County
Commission Expires March 14, 2000

TRADEMARKS

<u>Serial No. or Registration No.</u>	<u>Issue or File Date (Renewal Date, if Applicable)</u>	<u>Mark</u>
1,428,813	2/10/87	George
1,428,814	2/10/87	George Did It
1,427,889	2/3/87	Let George Do It

TRADEMARK LICENSES

<u>Serial No. or Registration No.</u>	<u>Owner</u>	<u>Issue or File Date (Renewal Date, If Applicable)</u>	<u>Mark</u>
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TRADEMARK APPLICATIONS

<u>Serial Number</u>	<u>Filing Date</u>	<u>Mark</u>
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