

09-24-2001



101852558

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

Submission Type

New 09/10/01

Resubmission Document ID # _____ (Non-Recordation)

Correction of PTO Error
Reel # _____ Frame # _____

Corrective Document
Reel # _____ Frame # _____

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger Effective Date
August 29, 2001

Change of Name _____

Other TERMINATION TRADEMARK SEC. INTEREST

Conveying Party

Mark if additional names of conveying parties attached

Name LodgeNet Entertainment Corporation Execution Date
Month Day Year
08/29/01

Formerly _____

Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name National Westminster Bank Plc, as Administrative Agent

DBA/AKA/TA _____

Composed of _____

Address (line 1) 65 East 55th Street

Address (line 2) _____

Address (line 3) New York New York 10022
City State/Country Zip Code

Individual General Partnership Limited Partnership Corporation Association

Other Financial institution

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

09/21/2001 LNUELLER 00000181 75669644

01 FC:481 40.00 OP
02 FC:482 450.00 OP

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

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="75/669644"/>	<input type="text" value="76/022529"/>	<input type="text" value="76/051658"/>
<input type="text" value="75/669643"/>	<input type="text" value="76/051656"/>	<input type="text"/>
<input type="text" value="75/912381"/>	<input type="text" value="76/051657"/>	<input type="text"/>

<input type="text" value="2224550"/>	<input type="text" value="2196850"/>	<input type="text" value="2294348"/>
<input type="text" value="2163045"/>	<input type="text" value="2196375"/>	<input type="text" value="2299736"/>
<input type="text" value="2194494"/>	<input type="text" value="2297881"/>	<input type="text" value="2476200"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:
Deposit Account

Enclosed

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.

Lesley Freeman
Name of Person Signing


Signature

08/31/2001
Date Signed

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

Conveying Party

Mark if additional names of conveying parties attached

Enter Additional Conveying Party

Execution Date
Month Day Year

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

Enter Additional Receiving Party

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

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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)

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2306099	<input type="text"/>	<input type="text"/>
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TERMINATION OF PATENT SECURITY INTEREST

This TERMINATION OF PATENT SECURITY INTEREST is executed as of August 29, 2001 by National Westminster Bank Plc, as administrative agent ("**Mortgagee**"), with reference hereby made to that certain Second Amended and Restated Credit Agreement dated as of February 25, 1999 (the "**Credit Agreement**") by and among Mortgagee, the several financial institutions from time to time party thereto as lenders, BankBoston, N.A. and Morgan Stanley Senior Funding, Inc., as syndication agents, and LodgeNet Entertainment Corporation, a Delaware corporation ("**Mortgagor**").

WHEREAS, pursuant to the Credit Agreement, Mortgagor executed and delivered to Mortgagee that certain (i) Security Agreement dated as of February 25, 1999 among Mortgagor, ResNet Communications, Inc. ("**ResNet**"), LodgeNet Entertainment (Canada) Corporation and Mortgagee; (ii) that certain Patent and Trademark Security Agreement dated as of December 19, 1996 among Mortgagor, Mortgagee and ResNet; and (iii) that certain Amended and Restated Patent and Trademark Security Agreement dated as of February 25, 1999 among Mortgagor, Mortgagee and ResNet (collectively, the "**Patent Security Documents**") with respect to the grant by Mortgagor of a security interest in favor of Mortgagee relating to certain of Mortgagor's property and assets, including, but not limited to, the patents and patent applications listed on Schedule 1 attached hereto (collectively, the "**Property**"); and

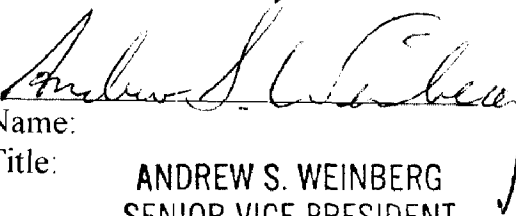
WHEREAS, Mortgagor has requested that Mortgagee release all liens and terminate all security interests granted to Mortgagee in Mortgagor's right, title and interest in and to the Property pursuant to the Patent Security Documents.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Mortgagee hereby:

- (a) terminates the Patent Security Documents;
- (b) releases the liens and security interests heretofore granted to it in and on the Property referred to in the Patent Security Documents;
- (c) acknowledges, agrees and confirms that it has no right, title or interest arising out of the Patent Security Documents in or to (or security interest arising out of the Patent Security Documents in) the Property; and
- (d) to the extent Mortgagee shall be deemed to have any right, title or interest in the Property arising out of the Patent Security Documents, retransfers and reassigns to Mortgagor all of such right, title and interest with respect to the Property without recourse, representation or warranty of any kind.

IN WITNESS WHEREOF, the undersigned has caused this Termination of Patent Security Interest to be executed by its duly authorized officer as of the date first written above.

NATIONAL WESTMINSTER BANK PLC

By: 
Name:
Title: **ANDREW S. WEINBERG
SENIOR VICE PRESIDENT**

STATE OF New York)
) ss.
COUNTY OF New York)

On Aug 29, 2001, before me, Sheila L. Valz, a Notary Public in and for said State, personally appeared Andrew S. Weinberg, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.

Signature Sheila L. Valz (Seal)

SHEILA L. VALZ
Notary Public in and for New York
No. 0024707765
Qualified in West County
Cert. filed in New York Co.
Comm. expires ~~March 30, 19~~
Aug. 31, 2003

SCHEDULE 1

Patents and Patent Applications

Schedule C to Patent and Trademark Security Agreement

BORROWER PATENTS

<u>U.S. Patent No.</u>	<u>Date Issued</u>	<u>Title</u>
5455619	October 3, 1995	Video Distribution System Addressing Device for Identifying Remote Locations
5,506,572	April 9, 1996	Low Battery Detection System
4,502,098	February 26, 1985	Circuit Assembly
4,920,432	April 24, 1990	System for Random Access to an Audio/Video Data Library with Independent Selection and Display at each of a Plurality of Remote Locations

BORROWER PATENT APPLICATIONS

<u>Serial No.</u>	<u>Date Filed</u>	<u>Title</u>
08/288,626	August 10, 1994	System for Collecting and Processing User Inputs

BORROWER PATENT LICENSES

<u>Name of Agreement</u>	<u>Parties</u>	<u>Date of Agreement</u>
	None.	

Schedule D to Patent and Trademark Security Agreement

RESNET PATENTS

<u>U.S. Patent No.</u>	<u>Date Issued</u>	<u>Title</u>
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None.

RESNET PATENT APPLICATIONS

<u>Serial No.</u>	<u>Date Issued</u>	<u>Title</u>
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None.

RESNET PATENT LICENSES

<u>Name of Agreement</u>	<u>Parties</u>	<u>Date of Agreement</u>
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None.