



7-2-02

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

102141805 TRADEMARKS ONLY

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.

1. Name of conveying party(ies): 7-2-02 Danbee Operating Co., LLC
Individual(s) Association
General Partnership Limited Partnership
Corporation-State
Other LLC
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: The Bank of New York
Internal Address:
Street Address: 123 Main St.
City: White Plains State: N.Y. Zip: 10602
Individual(s) citizenship
Association Banking
General Partnership
Limited Partnership
Corporation-State
Other
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

3. Nature of conveyance:
Assignment Merger
Security Agreement Change of Name
Other
Execution Date: 6/13/02

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s)
Additional number(s) attached Yes No

6. Total number of applications and registrations involved: 1

RETURN TO: FEDERAL RESEARCH CORP 400 SEVENTH STREET NW SUITE 101 WASHINGTON DC 20004

5. Name and address of party to whom correspondence concerning document should be mailed:
Name:
Internal Address:
Street Address:
City: State: Zip:

7. Total fee (37 CFR 3.41): \$ 4000
Enclosed
Authorized to be charged to deposit account
8. Deposit account number:
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.
Judy Crowder, as agent Judy Crowder, As Agent 6/27/02
Name of Person Signing Signature Date

07/03/2002 6TOM11 00000072 76183769
01 FC4481 40.00 DP

GRANT OF SECURITY INTEREST (TRADEMARKS)

The undersigned, a New York limited liability company (the "**Grantor**"), is obligated to THE BANK OF NEW YORK, (the "**Secured Party**"), and has entered into a Security Agreement, dated as of June 13, 2002 (as amended, supplemented or otherwise modified from time to time, the "**Security Agreement**"), in favor of the Secured Party.

Pursuant to the Security Agreement, the Grantor grants to the Secured Party a security interest in and to all of the right, title and interest of the Grantor in and to the trademarks listed on Schedule 1, which trademarks are or will be registered in the United States Patent and Trademark Office (the "**Trademarks**"), together with the goodwill of the business symbolized by the Trademarks and any applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof (the "**Collateral**"), to secure the prompt payment, performance and observance of the Obligations (as defined in the Security Agreement).

For good and valuable consideration, the receipt of which is hereby acknowledged, and for the purpose of recording the grant of the security interest as aforesaid, the Grantor does hereby further assign to the Secured Party, and grant to the Secured Party a security interest in, the Collateral to secure the prompt payment, performance and observance of the Obligations (as defined in the Security Agreement).

The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Secured Party with respect to the assignment of and security interest in the Collateral made and granted hereby are set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

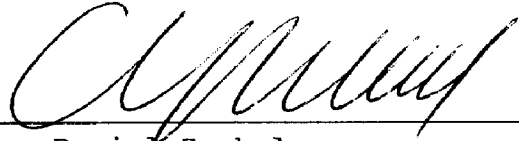
The Secured Party's address is: 123 Main Street, White Plains, New York
10602.

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IN WITNESS WHEREOF, the Grantor has caused this Grant of Security Interest to be duly executed by its duly authorized officer as of the 13th day of June, 2002.

DANBEE OPERATING CO., LLC

By: _____



Name: Daniel Zenkel

Title: President of CampGroup, LLC,
its Sole Member

Schedule 1

to

Grant of Security Interest (Trademarks)

Dated as of June 13, 2002



Registered Owner: Danbee Operating Co., LLC
3 New King Street
App. # 76/183769
App. Dt 12/19/00
Reg. # 2561562
Reg. Dt 4/16/02
Status Registered
Classes 041
Mark CAMP DANBEE
Country United States
ID 341

RECORDED: 07/02/2002

TRADEMARK
REEL: 002536 FRAME: 0379