

11-14-00



101520039

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To the Honorable Commissioner of Patent

Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Pad and Paper of America LLC
135 Engineers Road
Hauppauge, New York 11788

- Individual(s)
- General Partnership
- Corporation-State: Delaware
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):

Name: Bank of America, N.A.

Internal Address: _____

Street Address: 335 Madison Avenue

City: New York State: NY ZIP: 10017

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____
- Other National Association

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 conveyances:

- Assignment
- Security Agreement
- Other Trademark Assignment of Security
- Merger
- Change of Name

Execution Date: November 2, 2000

4. Application Number(s) or registration number(s):

A. Trademark Application.(s)

SEE ATTACHED SCHEDULE A

B. Trademark registration No.(s)

SEE ATTACHED SCHEDULE A

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Federal Research Corporation

Internal Address: _____

Street Address: 400 Seventh Avenue, N.W., Suite 101

City: Washington State: DC ZIP: 20004

6. Total number of applications and registrations involved: _____

52

7. Total fee (37 CFR 3.41): _____

\$ 1315⁰⁰

- 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

Delores Taylor

Name of Person Signing

Signature

11/8/2000

Date

Total number of pages including coversheet, attachments and document: _____

SCHEDULE A

<u>Registration or Application No.</u>	<u>Country</u>	<u>Registration or Filing Date</u>	<u>Mark</u>
2,284,117	USA	10/5/99	ACCUFILE
477,318	USA	4/30/98	ACCUFILE-PLUS
2,172,992	USA	7/14/98	ACCUPAD
1,608,377	USA	6/30/92	ACCUROLL
1,027,904	USA	12/23/75	AMPAD
801,895	USA	1/11/66	CITADEL
1,416,631	USA	11/11/86	COMPUSETTE
1,472,269	USA	1/12/88	CONFIDENTIAL
1,639,070	USA	3/26/91	DUAL-PAD
414,253	USA	1/6/98	E and design
654,473	USA	11/12/57	EFFICIENCY
744,093	USA	1/22/63	EFFICIENCY SWIFTLY-RASE BOND
1,444,074	USA	8/23/87	EMBASSY
1,517,994	USA	12/27/88	EMBASSY
796,402	USA	9/21/66	EVIDENCE
477,429	USA	4/30/98	EXTREME COLORS
1,140,747	USA	10/21/80	GATES
1,144,153	USA	12/23/80	GATES and design
1,186,672	USA	1/19/82	GOLD FIBRE
1,629,147	USA	12/25/90	GREEN CYCLE
1,696,038	USA	6/23/92	GREEN CYCLE
1,669,893	USA	12/24/91	GREEN CYCLE and design
1,683,773	USA	4/21/92	GREEN CYCLE and design
1,637,981	USA	3/12/91	INFINITY
2,063,934	USA	5/20/97	JET-COAT
771,898	USA	6/23/64	K and design
1,347,784	USA	7/9/85	LEFT-WRITE
1,306,998	USA	11/27/84	LETTER EDGE
436,206	USA	1/27/48	LETTEREX
736,814	USA	8/28/62	LETTEREX
935,723	USA	6/13/72	LOGO (stylized A)
1,340,657	USA	6/11/85	MARION
477,428	USA	4/30/98	Miscellaneous Design
1,411,275	USA	9/30/86	NOTE PERFECT
1,882,168	USA	3/7/95	PAPERS WITH A PURPOSE
2,200,752	USA	10/27/98	PC PAPERS
2,069,367	USA	6/10/97	POP PAPERS
854,633	USA	8/13/68	SHADE
1,424,802	USA	1/13/87	STIFF BACK

<u>Registration or Application No.</u>	<u>Country</u>	<u>Registration or Filing Date</u>	<u>Mark</u>
1,233,554	USA	4/5/83	THE AMPAD
1,228,839	USA	2/22/83	THE STIFF ONE
1,323,236	USA	3/5/85	WIRELOCK
752,130	USA	7/2/63	WIREMASTER
1,938,410	USA	10/17/95	WORLD FIBRE
948,961	USA	12/19/72	WR and design
688,551	USA	4/21/99	REGAL MILLS
798,807	USA	9/14/99	NEW AMPAD LOGO
1,898,377	USA	6/30/92	ACCUROLL
1,637,981	USA	3/12/91	INFINITY
2,063,934	USA	5/20/97	JET-COAT
1,306,998	USA	11/27/84	LETTER EDGE
854,633	USA	8/13/68	SHADE

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, PAD AND PAPER OF AMERICA LLC, a limited liability company formed under the laws of Delaware, located at 135 Engineers Road, Hauppauge, New York 11788 ("Borrower"), has adopted, used and is using the marks shown in the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Borrower is obligated to Bank of America, N.A. ("BOA") and various other financial institutions (collectively, "Lenders") and BOA as agent for Lenders ("Agent") pursuant to (i) a certain Loan and Security Agreement, dated the date hereof, among Agent, Lenders and Borrower and (ii) a certain Trademark Collateral Security Agreement, dated the date hereof, made by Borrower in favor of Agent (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

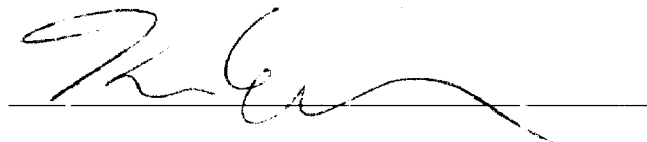
WHEREAS, pursuant to the Agreements, Borrower is granting to Agent for its benefit and for the ratable benefit of Lenders a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Borrower does hereby assign unto Agent for its benefit and for the ratable benefit of Lenders and grant to Agent for its benefit and for the ratable benefit of Lenders a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which assignment and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

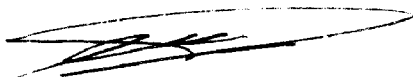
Borrower expressly acknowledges and affirms that the rights and remedies of Agent and Lenders with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: New York, New York
November 2, 2000

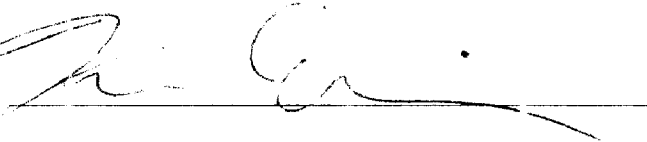
Witness:



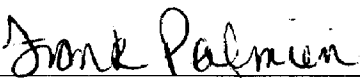
PAD AND PAPER OF AMERICA LLC

By: 
Name: Mendi Sabayzaden
Its: Manager

Witness:

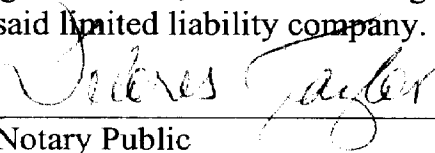


BANK OF AMERICA, N.A., as Agent

By: 
Name: Frank Palmieri
Its: Vice President

STATE OF NEW YORK)
)
) ss:
COUNTY OF NEW YORK)

On the 1st day of November, 2000, before me personally came Mehdi Akhavan to me known, who being by me duly sworn, did depose and say s/he is the Manager of Pad and Paper of America LLC, the limited liability company described in and which executed the foregoing instrument; and that s/he signed her/his name thereto by order of the board of managers of said ~~limited liability company~~.



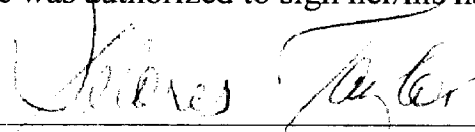
Notary Public

✓ My Commission Expires:

DELORES TAYLOR
Notary Public, State of New York
No. 01TA6010553
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires July 20, 2002

STATE OF NEW YORK)
)
) ss:
COUNTY OF NEW YORK)

On the 1st day of November, 2000, before me personally came Frank Kalman to me known, who being by me duly sworn, did depose and say s/he is the Vice President of Bank of America, N.A., the association described in and which executed the foregoing instrument; and that s/he was authorized to sign her/his name thereto on behalf of said association.



Notary Public

My Commission Expires:

DELORES TAYLOR
Notary Public, State of New York
No. 01TA6010553
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires July 20, 2002