

11-17-2000

FORM PTO-1618A  
Expires 06/30/99  
OMB 0651-0027



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U.S. Department of Commerce  
Patent and Trademark Office  
**TRADEMARK**

### 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

10-10-00

- 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
- Change of Name
- Other \_\_\_\_\_

Effective Date  
Month Day Year  
9 30 00

#### Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year  
9 30 00

Name Bank of America Commercial Finance Corporation

Formerly NationsCredit Commercial Corporation

- 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 Foothill Capital Corporation

DBA/KA/TA \_\_\_\_\_

Composed of \_\_\_\_\_

Address (line 1) 2450 Colorado Avenue, Suite 3000 West

Address (line 2) \_\_\_\_\_

Address (line 3) Santa Monica City California State/Country 90404 Zip Code

- Individual  General Partnership  Limited Partnership

Corporation  Association

Other \_\_\_\_\_

Citizenship/State of Incorporation/Organization California

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

11/16/2000 MTHALL 00000123 73375547  
01 50.00 DP  
02 500.00 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.

Mall documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK  
REEL: 002177 FRAME: 0668

**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)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Registration Number(s)

SEE ATTACHED EXHIBIT A

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<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:  
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.

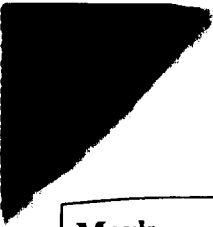
Steven Goldberg  
Name of Person Signing

*Steven Goldberg*  
Signature

10/4/00  
Date Signed

**EXHIBIT A****Trademarks**

Mark	Serial No.	Registration No.
FRANK COMPUTER CORPORATION	73/375,587	1,243,476
FRANKLIN ACE	73/419,561	1,306,834
SPELLING ACE	73/647,211	1,459,047
FRANKLIN	73/654,628	1,478,400
WORDMASTER	73/789,324	1,606,191
FRANKLIN STYLIZED (HIGH TECH LOGO)	73/818,218	1,608,922
DIGITAL BOOK SYSTEM	74/297,653	1,778,517
"F" LOGO AND DESIGN	74/517,534	1,892,035
NEXT CENTURY	74/355,463	1,828,823
PROXIMITY	73/348,077	1,264,765
CONFUSABLES	74/532,048	1,898,747
CLASSMATES	74/583,773	1,925,234
MISCELLANEOUS DESIGN	74/607,375	1,938,541
THE FOUR COLOR KEY DESIGN	74/652,494	2,045,365
BOOKMAN	74/063,640	1,896,789
SPEAKING SPELLING ACE	75/195,347	2,132,170
HOMEWORK WIZ	75/255,720	2,188,520
DATAGUARD	74/733,867	2,161,188



Mark	Serial No.	Registration No.
FRANKLIN DOS2	73-560739	1,405,590
TELEMASTER	74/712,264	1,999,537
TELEFINDER	74/710,524	2,017,218

ASSIGNMENT OF INTEREST IN  
COPYRIGHT, PATENT AND TRADEMARK SECURITY AGREEMENT

WHEREAS, Banc of America Commercial Finance Corporation f/k/a NationsCredit Commercial Corporation, a Delaware corporation, with an office at 1177 Avenue of the Americas, 36<sup>th</sup> Floor, New York, New York 10036 ("Assignor") entered into a Loan and Security Agreement, dated December 7, 1999 (as amended from time to time, the "Loan Agreement") by and among, *inter alia*, Assignor as Lender and Franklin Electronic Publishers, Inc., a Pennsylvania Corporation, with its chief executive office and principal place of business at One Franklin Plaza, Burlington, New Jersey 08016 ("Borrower") as borrower; and

WHEREAS, pursuant to the Loan Agreement, and as evidenced by a Copyright, Patent and Trademark Security Agreement, dated December 7, 1999 (the "Security Agreement"), Borrower granted to Assignor a security interest in substantially all of Borrower's assets, including, without limitation, its patents, patent applications, trademarks, trademark applications, tradenames, service marks, service mark applications, goodwill and licenses; and

WHEREAS, an executed copy of the Security Agreement was filed at the United States Patent and Trademark Office in Reel 002003, Frame 0372 on December 14, 1999; and

WHEREAS, Foothill Capital Corporation, a California corporation, having an office at 2450 Colorado Avenue, Suite 3000 West, Santa Monica, California 90404 ("Assignee") has requested that Assignor assign its interest in the patents, trademarks and trademark applications subject to the Security Agreement.

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

1. assigns to Assignee any and all liens, security interests, right, title and interest of Assignor pursuant to the Security Agreement including, without limitation, its interest in the patents, trademarks and trademark applications (together with the goodwill of the business symbolized thereby) which are set forth and described more fully on Exhibits A, B and C to the Security Agreement without recourse or representation or warranty express or implied;
2. represents and warrants to Assignee that Assignor has not previously assigned or transferred any of its rights or interests in any security interests in or liens upon any such property; and
3. authorizes and requests the Commissioner of Patents and Trademarks of the United States of America to note and record the existence of the assignment hereby made.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be signed by its duly authorized officer as of this 30th day of September, 2000.

BANC OF AMERICA COMMERCIAL  
FINANCE CORPORATION

By: PHS. Zhou

Title: Senior Vice President

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

On the 2nd day of Oct, 2000, before me personally came Phillip S. Elm to me known, who being by me duly sworn, did depose and say, that he/she is the Senior Vice President of BANC OF AMERICA COMMERCIAL FINANCE CORPORATION and that the foregoing instrument was signed on behalf of such corporation by authority of its Board of Directors, and he/she acknowledged the execution of said instrument to be the free act and deed of said corporation.

Daniel P. Greenstein  
Notary Public

DANIEL P. GREENSTEIN  
Notary Public, State of New York  
No. 02GR6028664  
Qualified in New York County  
Commission Expires August 2, 2001