

12-10-2002

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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies):</p> <p>BRT, Inc. 12-3-02</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State Delaware <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies)</p> <p>Name: Bank of America, N.A., as Administrative Agent Internal Address: _____ Address: _____</p> <p>Street Address: 335 Madison Avenue City: New York State: NY Zip: 10017</p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input type="checkbox"/> Corporation-State _____ <input checked="" type="checkbox"/> Other National Banking Association</p> <p><small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</small></p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other Assignment for Security</p> <p>Execution Date: November 27, 2002</p>	<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s) 78/107,980</p> <p>B. Trademark Registration No.(s) 1,636,612</p> <p>Additional number(s) attached <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: Paul Somelofske Internal Address: Kaye Scholer LLP _____ _____ Street Address: 425 Park Avenue _____ City: New York State: NY Zip: 10022-3598</p>	<p>6. Total number of applications and registrations involved: 80</p> <p>7. Total fee (37 CFR 3.41).....\$ 2,015.00</p> <p><input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: _____</p> <p>(Attach duplicate copy of this page if paying by deposit account)</p>
DO NOT USE THIS SPACE	
<p>9. Statement and signature. <i>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.</i></p> <p>Paul Somelofske Name of Person Signing</p> <p><i>Paul Somelofske</i> Signature</p> <p>Total number of pages including cover sheet, attachments, and document: 11</p>	<p>November 27, 2002 Date</p> <p style="writing-mode: vertical-rl; transform: rotate(180deg);">12/09/2002 LMJELLER 00000204 78107980 140.00 DP 1,975.00 DP</p>

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

CONTINUATION OF SECTION 4.B
(Trademark Application Numbers and Trademark Registration Numbers)

TRADEMARK APPLICATIONS

<u>Trademark Application</u>	<u>Application Date</u>	<u>Application No.</u>
DECATHLON	February 11, 2002	78/107,980
EXPERIENCE THE POWER OF THE SOURCE	February 13, 2002	78/108,526
KID GLOVE	February 8, 2002	78/107,568
OCTAPAK	March 27, 2002	78/117,911
SMART WRAP	January 14, 2002	78/102,522
UNICARD ECONOMY	June 4, 2001	76/266,692
UNICARD PREMIUM	June 4, 2001	76/266,693
UNISOURCEDIRECT	March 13, 2002	78/114,577
WHERE BUYING MORE MEANS PAYING LESS	May 7, 2002	78/126,759

REGISTERED TRADEMARKS

<u>Trademark</u>	<u>Registration Date</u>	<u>Registration No.</u>
ALL STAR	March 5, 1991	1,636,612
BELMONT	May 29, 1962	732,156
BUCKEYE BOND	February 4, 1986	027,729
CARDINAL	November 22, 1983	1258295
COLONIAL	August 30, 1983	1,249,803
COLORSOURCE	November 3, 1992	1,729,297
COMPLY and Design	May 24, 1994	1,837,386
COPYSAVER	April 15, 1986	1,389,632
COPYSAVER	November 22, 1983	1,258,512
COPYSAVER II	May 6, 1986	1,392,135

COPYSOURCE	September 27, 1988	1,505,887
COPYSOURCE stylized	September 14, 1982	1,209,177
CS	August 10, 1982	1,204,540
DOCUSOURCE	December 1, 1998	2,206,292
DOCUSOURCE	August 3, 1999	2,266,403
EARTH BAG AND DESIGN	August 24, 1993	1,789,330
ECONOSOURCE	October 15, 1985	1,365,576
EVERY DOCUMENT, EVERY MACHINE, EVERY TIME	April 27, 1999	2,242,097
FOREMOST	May 26, 1998	2,160,454
GALAXY	January 31, 1956	620,399
GOLD CREST	October 23, 1990	1,618,773
INFINITY BOOK	August 4, 1987	1,450,777
NATIONAL and Design	November 14, 1989	1,565,385
NATIONAL and Design	November 14, 1989	1,565,384
NORDIC	September 10, 1996	2,000,251
ONE SOURCE. MANY SOLUTIONS.	May 7, 1996	1,972,422
PAPER CORPORATION OF UNITED STATES and Design	August 18, 1992	1,708,662
PAPER ETC.	April 5, 1983	1,234,041
PAPER PLUS	September 6, 1977	1,072,911
PAPER PLUS	March 3, 1987	1,431,097
PAPERROCKET	October 29, 1996	2,011,945
PC OF US	September 22, 1964	777,424
PCA and Design	July 7, 1987	1,446,386
PERFECOPY	August 20, 1974	991,384
PORCELAIN	June 16, 1992	1,695,319
PRESSMASTER	July 25, 1961	718,947

RAPTOR	September 30, 1997	2,101,077
ROLLSOURCE	October 2, 2001	2494361
ROLLTEK	November 26, 1996	2,019,821
SABLE MATTE	May 6, 1997	2,059,761
SCUM CLEAN	December 11, 2001	2516758
SECURESOURCE	January 19, 1999	2,218,906
SELECT SOURCE	August 20, 1996	1,996,236
SENECA PAPER and Design	March 13, 1984	1,269,826
SIGNET	November 16, 1993	1,805,267
SOUTHERN MAID	September 6, 1966	814,506
SPHINX HEAD DESIGN	November 17, 1964	780,345
SPHINX	November 17, 1964	780,344
SPHINX	January 26, 1982	1,187,283
SPHINX and Design	December 4, 1990	1,625,966
STARBRITE	January 13, 1959	672,502
SWAN LINEN and Design	February 25, 1896	0027,849
SYSTEM 3	August 25, 1998	2,183,691
TAILORED	July 28, 1987	1,449,271
TAILORED	July 14, 1987	1,447,463
TAILORED	July 28, 1987	1,449,758
TAILORED	October 23, 1984	1,301,667
TAILORED	April 17, 1984	1,274,379
TAILORED	November 27, 1984	1,307,094
TAILORED	November 27, 1984	1,306,952
TEKNISOURCE	February 4, 1997	2,036,059
TUXEDO PARK	August 16, 1988	1,500,509
TUXEDO SAM	September 11, 1984	1,294,163

UNIJAX and Design	October 19, 1982	1,213,588
UNISOURCE and Design	February 4, 1986	1,381,377
UNISOURCE and Design	May 14, 1996	1,974,039
UNISOURCE and Design	August 25, 1992	1,710,597
UNISOURCE/EPS WEB SITE	December 23, 1997	TX4-688-089
UNISOURCING	January 21, 1997	2,032,562
WEBSOURCE	September 11, 1984	1,295,163
WORLD BOND	December 16, 1986	1,421,022

ASSIGNMENT FOR SECURITY

(TRADEMARKS)

WHEREAS, BRT, Inc. (herein referred to as "Assignor"), has adopted, used and is using the trademarks listed on the annexed Schedule 2-A, which trademarks are registered in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, Assignor, certain affiliates thereof, certain financial institutions named therein (the "Lenders"), Bank of America, N.A., as administrative agent for the Lenders (in such capacity, together with any successor administrative agent, "Assignee"), Citicorp USA, Inc., as collateral agent, (in such capacity, together with any successor collateral agent, the "Collateral Agent") and Banc of America Securities LLC and Salomon Smith Barney Inc., as co-syndication agents, co-book runners and co-arrangers, are parties to the Credit Agreement dated as of the date hereof, and Assignee, the Collateral Agent and the Lenders are desirous of having a security interest and mortgage in favor of Assignee on the above-identified property in order to secure the payment of certain obligations of Assignor now or hereafter owing to Assignee, the Collateral Agent and the Lenders;

WHEREAS, Assignor has entered into a Security Agreement and Mortgage-Trademarks, Patents and Copyrights dated the date hereof (as it may be amended, supplemented, or otherwise modified from time to time, the "Agreement") with Assignee; and

WHEREAS, pursuant to the Agreement, Assignor has granted to Assignee a security interest in, and mortgage on, all right, title and interest of Assignor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the 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 payment, performance and observance of the Secured Obligations, as defined in the Agreement.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby grant to Assignee a security interest in, and mortgage on, the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.


Assignor does hereby further acknowledge and affirm that the rights and remedies of Assignee with respect to the assignment of, security interest in and mortgage on the Collateral made and granted hereby are more fully set forth in the Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

Assignee's address is 335 Madison Avenue, New York, New York 10017.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of the 27^m day of November, 2002.

BRT, INC.

By: 
Name: Matthew C. Tyser
Title: Vice President

SCHEDULE 2-A TO ASSIGNMENT FOR SECURITY

TRADEMARKS

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