

01-24-2003

RECORDATION FORM COVER SHEET  
**TRADEMARKS ONLY**



Record Trademarks: Please record the attached original documents or copy thereof.

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1. Name of conveying party(ies).

Charles Beseler Company

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

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

1-21-03

2. Name and Address of receiving party(ies)

Name: Rosenthal & Rosenthal, Inc.

Address: 1370 Broadway  
New York, NY 10018

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State New York
- 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
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: January 3, 2003

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

A. Trademark Application No.(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:

Dorothy R. Whitney, Esq.  
Cowan, Liebowitz & Latman, P.C.  
1133 Avenue of the Americas  
New York, NY 10036-6799

6. Total number of applications and registrations involved: 10

7. Total fee (37 CFR 3.41)..... \$265.00  
 Enclosed  
 Any deficiency is authorized to be charged to  
 Deposit Account No. 03-3415.

8. Deposit Account No. 03-3415

(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.

Dorothy R. Whitney, Esq.  
Name of Person Signing

*Dorothy R. Whitney*  
Signature

1/13/03  
Date

Total number of pages including cover sheet, attachments, and document: 8

Mail to: U.S. Patent and Trademark Office, Office of Public Records, Crystal Gateway 4, Room 335, Washington, DC 20231

01/23/2003 ECDOPER 00000073 033415 76313024

01 FC:0521 40.00 OP  
02 FC:0522 25.00 CH 225.00 OP

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**TRADEMARK**  
**REEL: 002654 FRAME: 0992**

**SCHEDULE A**

<b>MARK</b>	<b>APP/REG NUMBER</b>	<b>CLASS</b>	<b>GOODS/SERVICES</b>
PROLINE	76/313024	9	BAGS FOR CARRYING CAMERAS AND CAMERA EQUIPMENT
ALL CONDITIONS	76/271522	9	CAMERA BAGS
CITIPAK	76/271521	9	CAMERA BAGS
QUICK LOAD	76/271520	9	CAMERA BAGS
SEDONA	76/271519	9	CAMERA BAGS
LENSPILLOW	76/256720	9	INSERT FOR USE IN CAMERA BAG FOR HOLDING A CAMERA
CADET ®	1612751	9	PHOTOGRAPHIC ENLARGERS AND PHOTOGRAPHIC PRINTING KITS COMPRISED OF A SAFELIGHT, PROCESSING CHEMICALS, STORAGE BOTTLES, TRAYS, A THERMOMETER, PRINTING PAPER; AN EASEL A TIMER , TONGS AND A PRINT SQUEEGEE
DIAMOND ®	1419027	9	CAMERA CASES AND CARRYING STRAPS THEREFOR, MADE OF LEATHER, PLASTIC, TEXTILES, FABRIC AND OTHER MAN-MADE FIBERS

PORTA-SCRIBE ®	767140	9	PROJECTORS
BESELER (STYLIZED) ®	659785	1 AND 9	OPTICAL PROJECTORS-NAMELY, TRANSPARENCY PROJECTORS, PROJECTORS FOR OPAQUE COPY, AND OVERHEAD PROJECTORS; PROJECTION SCREENS; CONDENSING LENSES OF PLASTIC OR PLASTIC MATERIAL; AND OBJECTIVE LENSES; CAMERAS FOR STILL AND MOTION PICTURES; PHOTOGRAPHIC ENLARGERS; AND PHOTOGRAPHIC EQUIPMENT-NAMELY, DEVELOPING APPARATUS, PRINT DRYERS, PRINTERS AND PRINT AND FILM AND PHOTOGRAPHIC ACCESSORIES-NAMELY, ACTINIC COATED SENSITIZED FILMS, AND ACTINIC COATED SENSITIZED PAPER
BESELER ®	1171972	7	SHRINK FILM PACKAGING MACHINES-NAMELY, SHRINK FILM SEALERS, TUNNELS, BELT CONVEYORS, PACKAGING MACHINES PARTS THEREOF

## SECURITY INTEREST

WHEREAS, Charles Beseler Company, a corporation formed under the laws of Delaware, located at 1600 Lower Road, Linden, New Jersey 07036 (the "Company"), has adopted, used and is using the marks and patents annexed hereto as Schedules A and B (collectively the "Collateral"), and

WHEREAS, The Company is obligated to Rosenthal & Rosenthal, Inc. (the "Lender") located at 1370 Broadway, New York, New York 10018, pursuant to (i) a Financing Agreement dated as of December 20, 2002; and (ii) a certain Security Agreement in U.S. Trademarks, Patents and Licenses dated the date hereof made by the Company in favor of the Lender ("US. Trademark and Patents Security Agreement"); and

WHEREAS, pursuant to the U.S. Trademark and Patent Security Agreement, the Company is granting to the Lender a security interest in the Collateral, together with the good will of the business symbolized by the Collateral;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Company does hereby grant to the Lender a security interest in and to the Collateral, together with the good will of the business symbolized by the Collateral, which security interest shall secure all the Obligations as defined in the U.S. Trademark and Patent Security Agreement and in accordance with the terms and provisions thereof.

The Company expressly acknowledges and affirms that the rights and remedies of the Lender with respect to the security interest granted hereby are more fully set forth in the U.S. Trademark and Patent Security Agreement.

Dated: January 3, 2003

CHARLES BESELER COMPANY

By [Signature]  
Title President

State of New ~~York~~ <sup>Jersey</sup> )  
County of Union ) ss.:

On the 3rd day of JANUARY, 2002 before me, the undersigned, personally came sworn, did depose and say that he resides at Flanders NJ, that he is the President of Charles Beseler Company described in and which executed the foregoing instrument; that he executed the same in such capacity and that he had authority to execute such instrument and that by his signature on the instrument, the corporation duly executed the instrument.

[Signature]  
Notary Public

PATRICIA J. TOKAR  
COMMISSION EXPIRES 10-12-03

SCHEDULE B

**SCHEDULE B**

<b>Patent/Appln. Number</b>	<b>Country</b>	<b>Title</b>	<b>Issue Date</b>	<b>Status</b>
Appln. No. 09/975,674	U.S.	Shrink-wrap Packaging System		Application Pending
5,003,348	U.S.	Multi-function Negative Carrier	3/26/1991	Enforceable; Maintenance Fee with surcharge due 3/26/2003; Expires 3/30/2010
D310,297	U.S.	Partition for a Camera Bag	9/4/1990	Enforceable; Expires 9/4/2004
4,649,973	U.S.	Ever-ready Camera Case	3/17/1987	Expired due to non-payment of maintenance fees
D283,560	U.S.	Camera-Supporting Platform Insert For Camera Bags	4/29/1986	Expired
4,537,500	U.S.	Photographic Contrast Control Device	8/27/1985	Enforceable; Expires 1/19/2004
4,371,259	U.S.	Digital Color Printer System	2/1/1983	Expired
4,005,463	U.S.	Photographic Processing Drum and Method for Using	1/25/1977	Expired
3,627,983	U.S.	Self Cleaning Heating Element for Heat Sealing Apparatus	12/14/1971	Expired
3,582,195	U.S.	Audiovisual Display Apparatus	06/01/1971	Expired
864,812	Canada	Film Carrier	3/2/1971	Expired
3,486,807	U.S.	Photographic Enlarger	12/30/1969	Expired
3,469,917	U.S.	Film Carrier	09/30/1969	Expired
*				Expired

\* Other U.S. and foreign patents that expired before 1990 are not listed solely for convenience