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3

Application Number(s) or Patent Number(s)

Mark if additional numbers attached

Enter either the Patent Application Number or the Patent Number (DO NOT ENTER BOTH numbers for the same property).

Patent Application Number(s)

Patent Number(s)

			5,597,145		

If this document is being filed together with a new Patent Application, enter the date the patent application was signed by the first named executing inventor.

Month Day Year

Patent Cooperation Treaty (PCT)

Enter PCT application number only if a U.S. Application Number has not been assigned.

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Number of Properties Enter the total number of properties involved.

1

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41):

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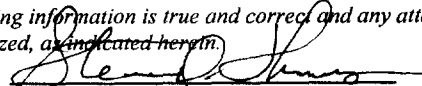
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Statement and Signature

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 D. Thomas

Name of Person Signing



Signature

December 29, 2000

Date Signed

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
PATENTS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to that certain Security Agreement dated as of September 24, 2000 (as the same may be amended, modified, extended or restated from time to time the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and First Union National Bank, as Administrative Agent (the "Administrative Agent") for the lenders referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the patents and patent applications shown below to the Administrative Agent for the ratable benefit of the Lenders:

PATENTS

See attached schedule.

PATENT APPLICATIONS

See attached schedule.

The Obligor and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing patents and patent applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any patent or patent application.

Very truly yours,

METRIC SYSTEMS CORPORATION

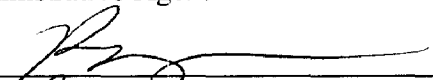
By: 

Name: Robert McKeon

Title: Chairman

Acknowledged and Accepted:

FIRST UNION NATIONAL BANK,
as Administrative Agent

By: 

Name: Kit Annis

Title: Vice President

Metric Systems Corporation

U.S. Patent

Issued Patent

Description	Patent No.	Issued
INDIVIDUAL SANDBAGGING ACCESORY APPARATUS	5,597,145	1/28/97