

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Science and Engineering Associates, Inc.		01/20/2004	CORPORATION:

RECEIVING PARTY DATA

Name:	Wachovia Bank, National Association
Street Address:	c/o CSC
City:	Wilmington
State/Country:	DELAWARE
Postal Code:	19808
Entity Type:	CORPORATION:

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Registration Number:	2540873	DISSUADER
Registration Number:	2577497	SPYFINDER
Registration Number:	2485790	LAZERSHIELD
Serial Number:	75560026	"SPARK I.D"
Serial Number:	76094466	SEATREAT
Serial Number:	76094467	SEAL-MD
Registration Number:	1565155	SEA SCIENCE & ENGINEERING ASSOCIATES, INC.

CORRESPONDENCE DATA

Fax Number: (404)962-6771
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 404-885-3539
 Email: trademarks@troutmansanders.com
 Correspondent Name: Segeda T. Ranjeet, Esq.
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 Address Line 4: Atlanta, GEORGIA 30308-2216

OP \$190.00 2540873

ATTORNEY DOCKET NUMBER:

WACHOVIA/SIDARUS

NAME OF SUBMITTER:

Anne E. Yates, Esq.

Total Attachments: 3

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**CONDITIONAL ASSIGNMENT AND GRANT OF SECURITY INTEREST
IN PATENTS AND TRADEMARKS**

WHEREAS, SCIENCE AND ENGINEERING ASSOCIATES, INC., a corporation organized under the laws of the State of New Mexico ("Pledgor") is the owner of the trademarks and service marks listed on Schedule A attached hereto, which marks are registered or have pending registrations in the United States Patent and Trademark Office as set forth on Schedule A attached hereto (all such trademarks, service marks, registrations and applications, collectively, the "Trademarks") and is the owner of the patents listed on Schedule B attached hereto, which patents are registered or have pending applications in the United States Patent and Trademark Office as set forth on Schedule B attached hereto (all such patents, registrations and applications, collectively, the "Patents"); and

WHEREAS, the Pledgor, among others, has entered into an Amended and Restated Financing and Security Agreement (as amended, modified, restated or supplemented from time to time, the "Financing Agreement"), dated as of January 20, 2004, in which Pledgor has agreed with Wachovia Bank, National Association, as administrative agent for each of the Lenders (as defined in the Financing Agreement) ("Administrative Agent"), with offices at 1753 Pinnacle Drive, McLean, Virginia 22102, to execute this Conditional Assignment;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, as security for the payment and performance of the Obligations (as defined in the Financing Agreement), Pledgor does hereby assign and grant to Agent (as defined in the Security Agreement), for the ratable benefit of the Lenders and for the benefit of the Administrative Agent with respect to the Agent's Obligations, a security interest in all of its right, title and interest in and to the Trademarks and the Patents, and the use thereof, together with all proceeds and products thereof and the goodwill of the businesses symbolized by the Trademarks and the Patents. This Conditional Assignment has been given in conjunction with the assignment and security interest granted to Agent under the Financing Agreement, and the provisions of this Conditional Assignment are without prejudice to and in addition to the provisions of the Security Agreement, which are incorporated herein by this reference.

[Signature on Following Page]

SCIENCE AND ENGINEERING ASSOCIATES, INC.

By: 

Name: Paul Leslie

Title: Vice President

Schedule A

TRADEMARKS – The jurisdiction for all trademarks is United States only.

Trademark	Lead	Matter Number	Status
Dissuader	Eric Cramer	205	Mark Issued 2/19/2002 – Registration Number 2,540,873
SpyFinder	David Cramer	205	Mark Issued 6/11/2002 – Registration Number 2,577,497
LazerShield	Eric Cramer	201	Mark issued 09/04/01 – Registration Number 2,485,790
Spark I.D.	Steve Saggese	105	Mark issued 11/20/01 – Serial 75/560026
SEAtreat	Steve Saggese	202	Mark applied for 07/24/00 App 76/094466
SEAL-MD	Steve Saggese	203	Mark applied for 07/20/00 App 76/094467
SEA SCIENCE & ENGINEERING ASSOCIATES, INC.			Mark issued 11/07/1889 – Registration Number 1565155