

02-19-1999



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RECORDATION FORM COVER
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- 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
Effective Date
Month Day Year
- Merger
- Change of Name
- Other Assignment of Security Agreement

Conveying Party

Mark if additional names of conveying parties attached

Execution Date

Month Day Year

Name Citicorp USA, Inc.

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of conveying parties attached

Name The First National Bank of Chicago

DBA/KA/TA

Composed of

Address (line 1) One First National Plaza

Address (line 2)

Address (line 3) Chicago Illinois 60670

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership 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.)
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

02/16/1999 DMSUYEN 00000010 230000 1353000

FOR OFFICE USE ONLY

01 FC:441 40.00 CH
02 FC:442 478.00 CH

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

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

(212) 310 - 8191

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)

X 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)			Registration Number(s)
<input type="text"/>	<input type="text"/>	<input type="text"/>	See Schedule A attached
<input type="text"/>	<input type="text"/>	<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 Enclosed Deposit Account

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.

Laura Quintano
Name of Person Signing


Signature

2/10/99
Dated Signed

SCHEDULE A

TO

ASSIGNMENT

Dated as of November 24, 1998

CURTIS MANUFACTURING CO., INC.

Trademarks, etc., and Applications

I. ISSUED TRADEMARKS

<u>Owner</u>	<u>Registered Trademark</u>	<u>Registration No.</u>	<u>Date Registered</u>
Curtis Manufacturing Co., Inc.	RUBY	1,353,880	08/13/85
Curtis Manufacturing Co., Inc.	EMERALD	1,353,882	08/13/85
Curtis Manufacturing Co., Inc.	DIAMOND	1,353,883	08/13/85
Curtis Manufacturing Co., Inc.	SAPPHIRE	1,353,884	08/13/85
Curtis Manufacturing Co., Inc.	COMMAND CENTER	1,375,680	12/17/85
Curtis Manufacturing Co., Inc.	CURTIS	1,480,632	03/15/88
Curtis Manufacturing Co., Inc.	CURTIS	1,510,822	11/01/88
Curtis Manufacturing Co., Inc.	THE EXPERTS IN ACCESSORIES	1,541,318	05/30/89

Curtis Manufacturing Co., Inc.	SAFE-FAX	1,625,771	12/04/90
Curtis Manufacturing Co., Inc.	CURTIS	1,630,617	01/08/91
Curtis Manufacturing Co., Inc.	SAFE-SPOT	1,630,711	01/08/91
Curtis Manufacturing Co., Inc.	MVP MOUSE	1,644,756	05/14/91
Curtis Manufacturing Co., Inc.	FAX-STAX	1,647,428	06/11/91
Curtis Manufacturing Co., Inc.	GAME LIGHT	1,652,066	07/23/91
Curtis Manufacturing Co., Inc.	MACFEET	1,692,716	06/09/92
Curtis Manufacturing Co., Inc.	NUBY	1,729,567	11/03/92

II. TRADEMARK APPLICATIONS

<u>Owner</u>	<u>Pending Application (Name)</u>	<u>Serial No.</u>	<u>Filing Date</u>
Curtis Manufacturing Co., Inc.	GAME LIGHT	74-240,433	01/27/92
Curtis Manufacturing Co., Inc.	GAME LIGHT PLUS	74-284,414	06/15/92
Curtis Manufacturing Co., Inc.	CURTIS	74-323,228	10/19/92
Curtis Manufacturing Co., Inc.	SURGE CENTER	Unavailable	02/10/93

III. LICENSE AGREEMENTS

NONE

ASSIGNMENT

THIS ASSIGNMENT (the "Assignment"), dated as of November 24, 1998, is made and entered into by **CITICORP USA, INC.**, a Delaware corporation, as administrative agent under that certain Amended and Restated Credit Agreement dated as of July 3, 1997, as amended (the "Credit Agreement") (the "Assignor") in favor of, **THE FIRST NATIONAL BANK OF CHICAGO**, a national banking association, in its capacity as successor administrative agent under the Credit Agreement (in such capacity, the "Assignee").

RECITALS

A. Assignor has resigned as administrative agent under the Credit Agreement effective November 24, 1998 and has been succeeded in such capacity by Assignee.

B. Assignor is the grantee under the following-described instrument (herein referred to as the "Trademark Security Agreement") encumbering certain trademarks and licenses more particularly described on Schedule A attached hereto and made a part hereof:

Subsidiary Trademark Security Agreement dated as of November 21, 1994, recorded December 19, 1994 at Reel 1262, Frame 061-076, executed by Curtis Manufacturing Co., Inc. in favor of Assignor, as grantee.

C. Assignor is entering into this Assignment for the purpose of confirming and providing record notice of Assignee's succession to Assignor as the Grantee under the terms of the Trademark Security Agreement and the assignment to Assignee of all Assignor's right, title and interest as grantee under the Trademark Security Agreement.

NOW, THEREFORE, pursuant to and in consideration of the aforementioned agreement, record notice of which is hereby given, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby assign to Assignee, for the benefit of the Lenders and the Issuing Banks (as defined in the Credit Agreement), all of Assignor's right, title and interest in, to and under the aforementioned Trademark Security Agreement, including, without limitation, all right, title and interest of Assignor as grantee under such Trademark Security Agreement.

IN WITNESS WHEREOF, the Assignor has entered into this Assignment and caused the same to be duly executed and delivered to Assignee.

CITICORP USA, INC., as
Administrative Agent

By Charles S. Foster
Charles S. Foster
Attorney-in-Fact

Acknowledged and Accepted
this ___th day of November,
1998

THE FIRST NATIONAL BANK OF CHICAGO

By _____
Name:
Title:

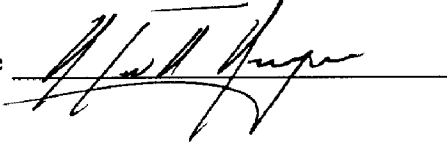
STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

SS.

On November 19th, 1998 before me, H. Scott Kenyon, a Notary Public in and for the state of New York, personally appeared Charles S. Foster, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity on behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Signature



(Seal)

H. SCOTT KENYON
Notary Public, State of New York
No. 01KE5016236
Qualified in Rockland County
Certificate Filed in New York County
Commission Expires August 9, 1999


IN WITNESS WHEREOF, the Assignor has entered into this Assignment and caused the same to be duly executed and delivered to Assignee.

CITICORP USA, INC., as
Administrative Agent

By _____
Name:
Title:

Acknowledged and Accepted
this 24 day of November, 1998

THE FIRST NATIONAL BANK OF CHICAGO

By  _____
Name: Tom Dao
Title: officer

STATE OF NEW YORK)
) SS.
COUNTY OF NEW YORK)

On November 24, 1998 before me, Debra M Goldberg, a Notary Public in and for the state of New York, personally appeared Tamara, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity on behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Signature Debra M Goldberg

(Seal)

DEBRA M. GOLDBERG
NOTARY PUBLIC, State of New York
No. 01G05086516
Qualified in Kings County 99
Commission Expires Oct. 14, 1999