

06-02-1999



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DEPARTMENT OF COMMERCE  
Patent and Trademark Office

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

1. Name of Party(ies) conveying an interest:

CEI Systems, Inc.  
2133 Samaritan Drive  
San Jose, California 95124

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

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

2. Name and Address of Party(ies) receiving an interest:

Name: Bank of America National Trust And Savings Association  
As Agent

Street Address: 1455 Market Street, 12th Floor

Internal Address: \_\_\_\_\_

City: San Francisco State: California Zip: 28255

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation \_\_\_\_\_  
 Other National Banking Association

Additional name(s) & address(es) attached?  Yes  No

3. Nature of Conveyance:

Assignment                               Merger  
 Security Agreement                       Change of Name  
 Other Notice of Grant of Security Interest In Trademarks

Execution Date: April 15, 1999

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

A. Trademark Application No.(s): N/A

Additional numbers attached?  Yes  No

B. Trademark Registration No.(s): 1,289,911      1,286,968

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Mark H. Webbink, Esq.

Internal Address: Moore & Van Allen, PLLC

Street Address: 2200 West Main Street, Suite 800

City: Durham State: NC ZIP: 27705

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.4): \$ 65.00

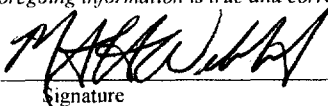
Enclosed  
 Authorized to be charged to deposit account  
 (Any Deficiency)

8. Deposit account number:  
13-4365  
 (Attach duplicate copy of this form 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.*

Mark H. Webbink, Esq.                                            5/12/99  
 Name of Person Signing                      Signature                      Date

Total number of pages including cover sheet, attachments and document: 4

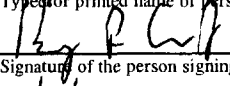
Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks  
 Box Assignments  
 Washington, D.C. 20231

CERTIFICATE OF MAILING

I hereby certify that this paper is being deposited with the United States Postal Service as first class mail in an envelope addressed to the Commissioner Of Patent And Trademarks, Washington, DC 20231, BOX ASSIGNMENTS.

Bryan Crutcher  
 (Typed or printed name of person signing the certificate)

  
 (Signature of the person signing the certificate)

5/12/99  
 (Date of signature)

06/01/1999 DNGUYEN 00000161 1289911

01 FC:481 40.00 OP  
02 FC:482 25.00 OP

NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of April 15, 1999 (the "Security Agreement") by and among the Borrower's party thereto (each a "Borrower" and collectively, the "Borrowers") and Bank of America National Trust and Savings Association, as Agent (the "Agent") for the Lenders referenced therein (the "Lenders"), the undersigned Borrower has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Agent for the ratable benefit of the Lenders:

TRADEMARKS

<u>Trademark No.</u>	Description of Trademark <u>Item</u>	Date of <u>Trademark</u>
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See Schedule A attached hereto

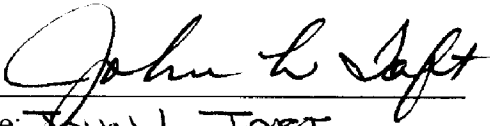
Trademark Applications

<u>Trademark Applications No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Applications</u>
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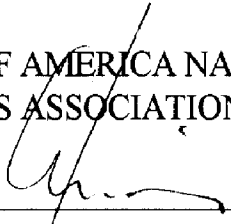
See Schedule A attached hereto

Very truly yours,

**CEI SYSTEMS, INC.**

By:   
Name: JOHN L. TART  
Title: V.P. SECRETARY, FINANCE  
& ADMINISTRATION

Acknowledged and Accepted:

  
BANK OF AMERICA NATIONAL TRUST AND  
SAVINGS ASSOCIATION, AS AGENT

By: \_\_\_\_\_  
Name: GERTRUDE SCHIEL  
Title: Vice President

**Schedule A**

**CEI Systems, Inc.**

**U.S. Trademarks**

**Registered Marks**

<b>Mark</b>	<b>Registration No.</b>	<b>Registration Date</b>
APTEC SYSTEMS	1,289,911	8/14/84
Design Mark	1,286,968	7/24/84

# MOORE & VAN ALLEN, PLLC

ATTORNEYS AT LAW

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<http://www.mvalaw.com>  
POST OFFICE BOX 3843  
DURHAM, NORTH CAROLINA 27702-3843  
May 12, 1999

CHARLOTTE, NC  
RALEIGH, NC  
CHARLESTON, SC

Commissioner of Patents and Trademarks  
**BOX ASSIGNMENTS**  
Washington, D.C. 20231

**Via Certified Mail**  
**Z 032 473 481**

**Re: Recordation Of Notice of Grant of Security Interest In Trademarks.**

Dear Sir/Madam:

Please find enclosed the following documents for recordation with the Patent and Trademark Office.

1. Recordation Form Cover Sheet - Trademarks;
2. Notice of Grant of Security Interest In Trademarks, executed April 15, 1999, between CEI Systems, Inc. and Bank of America National Trust And Savings Association, As Agent;
3. Check No. 28138 in the amount of Sixty-Five Dollars (\$65.00);
4. Post Card acknowledgment of filed Notice of Grant of Security Interest In Trademarks documents.

Sincerely yours,

MOORE & VAN ALLEN, PLLC



Mark H. Webbink

#### CERTIFICATE OF MAILING

I hereby certify that this paper is being deposited with the United States Postal Service as first class mail in an envelope addressed to the Commissioner of Patent And Trademarks, BOX ASSIGNMENTS, Washington, DC 20231.

Bryan Crutcher  
(Typed or printed name of person signing the certificate)

[Signature]  
(Signature of the person signing the certificate)

5/12/99  
(Date of signature)