

06-15-1999

OMB No. 0651-0011 (exp. 4/94)

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To the Honorable Commissioner of Patents and Trademarks

all documents or copy thereof.

101067728

1. Name of conveying party(ies):

MICRO CRAFT, INC.

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other MEMORANDUM OF SECURITY INTEREST IN TRADEMARKS
- Merger
- Change of Name

Execution Date: May 21, 1999

2. Name and address of receiving party(ies)

Name: CANADIAN IMPERIAL BANK OF COMMERCE  
as Administrative Agent

Internal Address: JUN 11 1999

Street Address: 425 Lexington Avenue

City: New York State: NY ZIP: 10017

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other New York Banking Association

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,355,807

Additional numbers attached?  Yes  No

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

Name: CADWALADER, WICKERSHAM & TAFT

Internal Address: RAYNARD D. HOOD

LEGAL ASSISTANT

SUITE 2400

Street Address: 227 WEST TRADE STREET

City: CHARLOTTE State: NC ZIP: 28202

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00 E

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

06/14/1999 DNGUYEN 00000246 1355807

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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.

LORI POTTS

Name of Person Signing

Signature

6/8/99

Date

4

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

MEMORANDUM OF SECURITY INTEREST IN TRADEMARKS

United States Department of Commerce  
Commissioner of Patents and Trademarks  
Box Assignments  
Washington, D.C. 20231

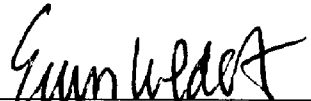
Ladies and Gentlemen:

Pursuant to a Security Agreement, dated as of May 21, 1999 (as amended, supplemented or otherwise modified from time to time, the "Security Agreement"), MICRO CRAFT INC., a Tennessee corporation (the "Assignor"), has granted to CANADIAN IMPERIAL BANK OF COMMERCE, as administrative agent for certain lenders, as Assignee (the "Assignee") a continuing security interest in, and a continuing lien upon, the Trademarks (as such term is defined in the Security Agreement) including the trademarks listed on the annexed Exhibit A, and all applications, registrations, renewals and proceeds (including accounts receivable and royalties) thereof (the "Trademarks"), together with the goodwill of the business connected with the use of and symbolized by the Trademarks. The Assignee's security interest in the Trademarks can only be terminated in accordance with the terms of the Security Agreement.

Dated: \_\_\_\_\_

Very truly yours,

MICRO CRAFT INC.

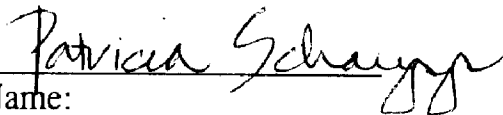
By 

Name:

Title:

ACKNOWLEDGED BY:

CANADIAN IMPERIAL BANK OF COMMERCE,  
as Assignee

By 

Name:

Title:

State of New York )  
County of New York )

Before me, a notary public of the state and county aforesaid, personally appeared Evan Wildstein, with whom I am personally acquainted (or proved to me on the basis of satisfactory evidence), and who, upon oath acknowledged himself to be Secretary of Micro Craft Inc., the within named assignor, a Tennessee corporation, and that he as such officer, being authorized so to do, executed the foregoing instrument for the purpose therein contained, by signing the name of the corporation by himself as such officer.

Witness my hand and seal, this 21st day of May, 1999.

Man Wai Lau  
Notary Public

MAN WAI LAU  
Notary Public, State of New York  
No. 24-4781742  
Qualified in Kings County  
Certificate Filed in New York County  
Commission Expires Nov. 30, 1999

My Commission expires

\_\_\_\_\_

**TRADEMARK**

<b><u>Serial No. or Registration No.</u></b>	<b><u>Country</u></b>	<b><u>Issue or File Date</u></b>	<b><u>Mark</u></b>
1,355,807	U.S.A.	August 20, 1985	Micro Craft

**TRADEMARK LICENSES**

<b><u>Serial No. or Registration No.</u></b>	<b><u>Owner</u></b>	<b><u>Country</u></b>	<b><u>Issue or File Date</u></b>	<b><u>Mark</u></b>
None.				

**TRADEMARK APPLICATIONS**

<b><u>Serial Number</u></b>	<b><u>Filing Date</u></b>	<b><u>Mark</u></b>
None.		