

FORM PTO-1594 (Rev. 8-93) OMB No. 0651-0011 (exp. 4/94)

6-21-99

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HEET

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

Tab settings

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To the Honorable Commissioner of Patents, Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Bank of America NT & SA, as Agent

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

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

3. Nature of conveyance:

- Assignment, Merger, Security Agreement, Change of Name, Other Release (Trademark)

Execution Date: June 10, 1999

2. Name and address of receiving party(ies)

Name: System Integrators, Inc. Internal Address: Street Address: 1300 National Drive City: Sacramento State: CA ZIP: 95834

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

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)

Table with 2 columns: Trademark Registration No.(s) and values: 1,488,814, 1,990,722, 1,511,743, 1,505,664, 1,507,091, 1,506,889

Additional numbers attached? Yes No

MRD 6.21.99

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

Name: Sherry Geyer

Internal Address:

Street Address: 515 South Flower Street Suite 515

City: Los Angeles State: CA ZIP: 90071

6. Total number of applications and registrations involved:

10

7. Total fee (37 CFR 3.41):

\$ 265.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

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

06/22/1999 DNGUYEN 00000201 1990722

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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.

Sherry L. Geyer, Esq.

Name of Person Signing

Signature

June 10, 1999

Date

Total number of pages including cover sheet, attachments, and document: 5

Mail documents to be recorded with required cover sheet information to: Commissioner of Patents & Trademarks, Box Assignments

TRADEMARK

REEL: 001916 FRAME: 0586

**RELEASE**  
**(Trademarks)**

This RELEASE (Trademarks) is executed as of June ~~10~~, 1999 by Bank of America National Trust and Savings Association, as "Agent" for Bank of America National Trust and Savings Association ("Bank of America"), The Chase Manhattan Bank, N.A. ("Chase"), and Cerberus Partners, L.P. ("Cerberus") (collectively, the "Lenders"). Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Credit Agreement (as defined below).

**RECITALS**

A. Whereas the Lenders and Bank of America as Agent for the Lenders, entered into that certain Second Restated Credit Agreement with System Integrators, Inc. ("SII"), dated as of June 11, 1998 (the "Credit Agreement"), pursuant to which the Lenders amended and restated revolving loans and term loans (collectively, the "Loans") to SII.

B. To secure the repayment of the Loans, SII granted, pledged and assigned to the Lenders security interests in the Collateral.

C. With respect to certain intellectual property Collateral, SII entered into the following documents (collectively, the "Trademark Security Agreements"):

- (i) a Trademark and Copyright Security Agreement dated as of January 31, 1989, which was recorded in the United States Patent and Trademark Office ("PTO") on February 24, 1989, in Reel 0640, at Frames 085-099;
- (ii) a Trademark Collateral Assignment dated as of July 20, 1992 which Assignment was recorded in the PTO on August 17, 1992, in Reel 0907, at Frame 0645;
- (iii) a Trademark Security Agreement dated as of November 18, 1994 by and between SII and Bank of America as Agent for itself, Chase, Cerberus and Caisse Nationale Credit Agricole ( a former lender), which was recorded in the PTO on December 19, 1994, in Reel1265,and at Frame 110; and
- (iv) a Grant of Security Interest (Trademarks) dated as of June 11, 1998, executed by SII in favor of Bank of America as Agent, for itself, Chase and Cerberus, which was recorded in the PTO on June 16, 1998, in Reel1742, and at Frame 0667.

D. Pursuant to the Trademark Security Agreements, SII assigned unto, and granted to Agent, for the ratable benefit of the Lenders, a security interest in, and mortgage on, all right, title, and interest of SII in and to its trademarks, including the trademark registrations set forth on Exhibit A attached hereto (the "Trademarks"), among other collateral.

E. SII has satisfied its obligations under the Credit Agreement and Trademark Security Agreements and Agent desires to release its security interest in and mortgage on the Trademarks.

F. Agent and the Lenders have executed a Termination and Release Agreement dated as of even date herewith, pursuant to which Agent and the Lenders have released their security interests in all Collateral and have authorized the execution and filing by Agent of this Release.

AGREEMENT

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Agent on behalf of the Lenders agrees as follows:

1. Release of Security Interest. Agent hereby releases its security interest in and mortgage on the Trademarks and reassigns any and all interest that it may have in the Trademarks to SII.

IN WITNESS WHEREOF, Agent has caused this Release to be executed by its duly authorized officer as of the date above first written.

“AGENT”

Bank of America National Trust and  
Savings Association,  
as Agent for the Lenders


By:   
Name: Judy Kramer  
Title: Vice President

EXHIBIT A

TRADEMARK REGISTRATION NUMBERS

1,990,722  
1,511,743  
1,505,664  
1,507,091  
1,506,889  
1,488,814  
1,492,589  
1,497,494  
1,594,555  
1,621,606

STATE OF CALIFORNIA )

COUNTY OF San Francisco )

On June 1, 1999, before me, Deborah M. Hilton, a Notary Public in and for the State of California, personally appeared Judith L. Kramer, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

[SEAL]

Deborah M. Hilton

