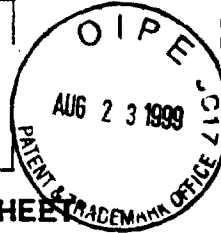


08-25-1999

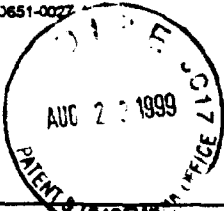
FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027



101126657



U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK



RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

Submission Type 8-23-99

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

Merger Effective Date
Month Day Year

Change of Name

Other Assignment of Security Interest

Conveying Party Mark if additional names of conveying parties attached

Name Heller Financial, Inc. Execution Date 07301999
Month Day Year

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization Delaware

Receiving Party Mark if additional names of receiving parties attached

Name Fremont Financial Corporation

DBA/AKA

Composed of

Address (line 1) 2020 Santa Monica Boulevard

Address (line 2) Suite 500

Address (line 3) Santa Monica CA 90404
City State/Country Zip Code

Individual General Partnership Limited Partnership Corporation Association

Corporation Association

Other

Citizenship/State of Incorporation/Organization California

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.)

08/25/1999 MCDATES 00000002 1476629

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 900.00 OP

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Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231
TRADEMARK
REEL: 001947 FRAME: 0608

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

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) 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)

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.

Thomas E. Lane

8-11-99

Name of Person Signing

Signature

Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

FORM PTO-1618C
E: pres 08/30/99
C 43 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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 the Assignment.)

Trademark Application Number(s) or Registration Number(s)

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)

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1410244	1517045	0276011
2720123	1201770	1007339
1948461	1854495	1850271
1817393	1464384	1732046
1178899	0251421	1119367
1489145	815763395	1487456
1180770	1410245	1130881

RECORDATION FORM COVER SHEET CONTINUATION TRADEMARKS ONLY

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DE/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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Trademark Application Number(s) or Registration Number(s)

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Mark if additional numbers attached

Trademark Application Number(s)

Registration Number(s)

74632277	74467358	

1560281	1502031	1764325
1451553	1845090	

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

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)

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)

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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.

Thomas E. Lane

8-11-99

Name of Person Signing

Signature

Date Signed

**ASSIGNMENT OF
SECURED PARTY'S INTEREST IN
ASSIGNMENT FOR SECURITY OF PATENTS, TRADEMARKS AND COPYRIGHTS**

This Assignment of Secured Party's Interest in Assignment for Security of Patents, Trademarks and Copyrights (this "Assignment") is entered into as of July 30, 1999 by and between Heller Financial, Inc. ("Assignor") and Fremont Financial Corporation ("Assignee").

WHEREAS, Sima Products, Corp. ("Borrower") executed in favor of Assignor that certain Assignment for Security of Patents, Trademarks and Copyrights dated as of June 18, 1998 (the "Collateral Assignment");

WHEREAS, Assignor has sold and Assignee has purchased all of Assignor's right, title and interest in and to Assignor's credit facilities with Borrower, pursuant to that certain Loan Portfolio Purchase and Sale Agreement dated May 19, 1999 between Assignor and Assignee; and


WHEREAS, Assignor desires to assign, transfer, sell, grant and convey to Assignee all of its right, title and interest in and to the Collateral Assignment.

NOW, THEREFORE, in consideration of the foregoing, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

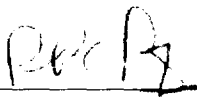
1. Assignor hereby assigns, transfers, sells, grants and conveys to Assignee all of Assignor's right, title and interest in and to the Collateral Assignment including all rights with respect to the patents and trademark registrations described on Schedule A and Schedule C attached hereto and incorporated herein by this reference.
2. Assignee hereby assumes from Assignor and agrees to perform and be bound by any obligations of Assignor under the Collateral Assignment.

IN WITNESS WHEREOF, the undersigned have executed and delivered this Assignment as of the date first written above.

HELLER FINANCIAL, INC.

By: 
Title: Simon Uke President

**FREMONT FINANCIAL
CORPORATION**

By: 
Title: Simon Uke President

SCHEDULE A**SIMA PRODUCTS, CORP. PATENTS**

<u>U.S. Patent No.</u>	<u>Date Issued</u>	<u>Related Foreign Patents</u>
3,845,316	10/29/74	N/A
249,798	10/3/78	N/A
4,273,436	6/16/81	N/A
5,189,563	2/23/93	N/A
4,959,755	9/25/90	N/A
4,262,801	4/21/81	N/A

SIMA PRODUCTS, CORP. PATENT APPLICATIONS

<u>U.S. Patent Application No.</u>	<u>Date Applied</u>
60/070,091	12/31/97

SCHEDULE C**SIMA PRODUCTS, CORP. TRADEMARK REGISTRATIONS**

<u>Mark</u>	<u>Registration No.</u>	<u>Date</u>
BOOSTERBOX	1,476,629	
CAMLIGHT	1,794,772	
CAMLIGHT (Supplemental Reg.)	1,468,678	
CAMMIKE	1,871,152	
CAMMIKE (Supplemental Reg.)	1,516,896	
CAMPACK		
CAMPOCKET		
CAPKEEPER	1,060,663	
CAPKEEPER	1,611,930	
CAPKEEPER (Reg. as "SIMA CAPKEEPER")	1003012	
COLORWRITER	1,815,384	
COPYKIT	1,410,244	
FILMSHIELD	1,517,045	
FILMSHIELD	276011	
FILMSHIELD & Design	2,720,123	
FILMSHIELD (Reg. as "SIMA FILMSHIELD")	1201770	
FILMSHIELD (Reg. as "SIMA-FILMSHIELD")	1007339	
FILMWRAP		
Face Design	1,948,461	
POWERMAX	1,854,495	
POWERMAX POWERPOCKET	1,850,271	
PROLINE		
PROMAGIC	1,817,393	
QUICKCONNECT	1,464,384	
SCREENWRITER	1,732,046	
SENSORLIGHT		
SIMA	1,178,899	
SIMA	251421	
SIMA	1,119,367	
SIMA	1,489,145	
SIMA	815.763.395	
SIMA & Design	1,487,456	
SIMA & Design	1,180,770	
SIMA PC PALS		
SOUNDCATCHER	1,410,245	
SPORTS POUCH	1,130,881	
VIDEO SOUNDMIXER (Supplemental)	1,560,281	
VIDEOBRACKET	1,502,031	
VIDEOPROP	1,764,325	
VIDEOPROP (Supplemental Reg.)	1,451,553	
ZOOMMIKE	1,845,090	

SIMA PRODUCTS, CORP. TRADEMARK APPLICATIONS

<u>Mark</u>	<u>Trademark Application No.</u>	<u>Date Applied</u>
VIDEO STUDIO	74/632,277	February 9, 1995
COLORWRITER PLUS	74/467,358	April 13, 1998

NOTARY ACKNOWLEDGEMENT

STATE OF ILLINOIS)
) ss.
COUNTY OF Cook)

The foregoing Assignment of Secured Party's Interest in Assignment for Security of Patents, Trademarks and Copyrights was executed and acknowledged before me this 2nd day of July, 1999, by Steven Narsutis, personally known to me to be the Senior Vice President of Heller Financial, Inc., a Delaware corporation, on behalf of such corporation.

Elizabeth E. Motts
Notary Public

My Commission expires:

March 6, 2002

NOTARY ACKNOWLEDGEMENT

STATE OF CALIFORNIA)
) ss.
COUNTY OF Los Angeles)

On the 30th day of July, 1999, before me, Marvelyn Jackson, a notary public for said county and state, personally appeared Richard C. Pugh, Jr., 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 or she executed the same in his or her authorized capacity, and that, by his or her signature on the instrument, the entity upon behalf of which the person acted executed the instrument.

WITNESS my hand and official seal.

Signature: *Marvelyn Jackson*
My commission expires: July 24, 2002

