

08-30-1999

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**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

New

Resubmission Document ID # _____ (Non-Recordation)

Correction of PTO Error
Reel # _____ Frame # _____

Corrective Document
Reel # _____ Frame # _____

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger

Change of Name _____

Other _____

Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

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 Assignment).

08/27/1999 MTHAI1 00000276 75350880

FOR OFFICE USE ONLY

01	FC:481	40.00	OP
02	FC:482	150.00	OP
03	FC:998	25.00	OP

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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

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)

<input type="text" value="75/350,880"/>	<input type="text" value="75/350,881"/>	<input type="text" value="75/350,882"/>	<input type="text" value="1,931,168"/>	<input type="text" value="1,978,455"/>	<input type="text"/>
<input type="text" value="75/274,772"/>	<input type="text" value="75/274,771"/>	<input type="text" value="MAXTEX - Not yet assigned"/>	<input type="text"/>	<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

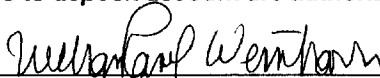
Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.) Deposit Account Number: #

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.

William P. Weintraub
Name of Person Signing


Signature

August 18, 1999
Date Signed

SECURITY AGREEMENT ABSTRACT

This Security Agreement Abstract, made pursuant to a Subsidiary Trademark Security Agreement dated as of May 14, 1996, is presented for recordation in the United States Patent and Trademark Office and to provide constructive notice that **MAXTEC, INC.**, with principal offices at 2425 South 900 West, Salt Lake City, UT 84119, the owner of the trademarks, trademark applications and registrations identified in the attached Exhibit A hereto (the "**Trademarks**"), has granted to **PARIBAS** (formerly known as Banque Paribas), with principal offices at 101 California Street, Suite 3150, San Francisco, California 94111, as administrative agent for and representative of the financial institutions that are or may from time to time become a signatory or party to that certain Credit Agreement dated as of March 25, 1996, as amended by First Amendment to Credit Agreement dated as of June 14, 1996, Second Amendment to Credit Agreement and Limited Waiver dated as of March 31, 1997 and Third Amendment to Credit Agreement dated as of October 23, 1997 and as it may hereafter be amended, supplemented or otherwise modified from time to time, a security interest in the Trademarks and their appurtenant goodwill, and their registrations, applications and eventual registrations thereof, to secure payment of a debt.

In testimony whereof, Maxtec, Inc. has caused this instrument to be executed in its corporate name by its authorized representative this __ day of June, 1999.

MAXTEC, INC.

By: WBAH t
Name: Wade Hampton
Title: President

EXHIBIT A

U.S. TRADEMARK REGISTRATIONS

TRADEMARK	REG. NO.
MAX02	1,931,168
CROSS-TOP	1,978,455

U.S. TRADEMARK APPLICATIONS

TRADEMARK	SERIAL NO.
HANDI	75/350,880
ULTRAMAX	75/350,881
WHEN EVERY BREATH COUNTS	75/350,882
MAXCELL, Class 1	75/274,772
MAXCELL, Class 9	75,274,771
MAXTEX	Not yet assigned