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J original documents or copy thereof.

To the Honorable Commissioner of Patents

1. Name of conveying party(ies):

Jordan, McGarth, Case & Taylor, Inc.

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: _____

2. Name and address of receiving party(ies)

Name The Chase Manhattan Bank

Internal Address: _____

Street Address: 600 Fifth Avenue

City: New York State: NY ZIP: 10020

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

B. Trademark Registration No.(s)

1,735,171

Additional numbers attached? Yes No

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

Name: Lisa L. Burton

Internal Address: Kaye Scholer Fierman Hays

& Handler, LLP

Street Address: 425 Park Avenue

City: _____ State: NY ZIP: 10020

6. Total number of applications and registrations involved: _____

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

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: _____

(Attach duplicate copy of this page 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.

SIM RAMAKRISHNAN

Name of Person Signing

[Signature]

Signature

3

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

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademark
Washington, D.C. 20540

197 TRS
0000190 1735174
01 FC:48

ASSIGNMENT FOR SECURITY

(TRADEMARKS)

WHEREAS, Jordan, McGrath, Case & Taylor Inc., a New York corporation (herein referred to as "Assignor"), has adopted, used and is using the trademarks listed on the annexed Schedule 1, which trademarks are registered in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, Assignor is obligated to The Chase Manhattan Bank, a New York banking corporation (herein referred to as "Assignee"), and has entered into a Security Agreement (the "Agreement") in favor of Assignee; and

WHEREAS, pursuant to the Agreement, Assignor has assigned to Assignee and granted to Assignee a security interest in, and mortgage on, all right, title and interest of Assignor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Obligations, as defined in the Agreement;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby further assign unto Assignee and grant to Assignee a security interest in, and mortgage on, the Collateral to secure the prompt payment, performance and observance of the Obligations.

Assignor does hereby further acknowledge and affirm that the rights and remedies of Assignee with respect to the assignment of, security interest in and mortgage on the Collateral made and granted hereby are more fully set forth in the Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

Assignee's address is 600 Fifth Avenue, New York, NY 10020.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of the 18th day of June, 1997.

JORDAN McGRATH, CASE & TAYLOR INC.

By 

Name: Thomas A. Finnegan

Title: VP/CF

SCHEDULE 1 TO ASSIGNMENT FOR SECURITY

TRADEMARKS

Trademark
POWER COPY

Reg. Date
NOV. 24, 1992

Reg. No.
1,735,174

DGC P 43450

RECORDED: 09/27/1999

TRADEMARK
REEL: 001963 FRAME: 0963