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04-06-2000



FR SHEET
ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commission

101306935

of the attached original documents or copy thereof.

1. Name of conveying party(ies):

Phillips & Brooks/Gladwin, Inc.

- Individual(s)
- General Partnership
- Corporation-State-Georgia
- 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: February 4, 2000

2. Name and address of receiving party(ies):

Name: Citicorp USA, Inc.

Internal Address: 25th Floor, Zone 5

Street Address: Citicorp Center
153 East 53rd Street

City: New York State: NY ZIP: 10043

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)

See Schedule attached hereto.

Additional numbers attached? Yes No

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

Name: Annabelle V. Irej, Esq.

Internal Address: Phillips, Lytle, Hitchcock,
Blaine & Huber LLP

Street Address: 3400 HSBC Center

City: Buffalo State: NY ZIP: 14203

6. Total number of applications and registrations involved

10

7. Total fee (37 CFR 3.41): \$ 265.00

Enclosed

Authorization to be charged to deposit account

8. Deposit account number:

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

04/06/2000 INBUYEN 00000071 1035907

01 FC:01 40.00 CP
02 FC:02 225.00 CP

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.

Annabelle V. Irej
Name of Person Signing

Annabelle V. Irej
Signature

February 22, 2000
Date

Total number of pages comprising cover sheet: 2

TRADEMARK

REEL: 002044 FRAME: 0518

Schedule

To Notice of Security Interest in Trademarks and Service Marks

<u>TRADEMARK</u>	<u>REGISTRATION NUMBER</u>	<u>REGISTRATION DATE</u>
PBG/Keypad logo	No. 1,835,987	05/10/94
PBG logo	No. 1,841,171	06/21/94
BOOTHETTE	No. 701,378	07/19/60
SHELF-ETTE	No. 739,369	10/16/62
CANOPY	No. 776,607	09/08/64
G GLADWIN	No. 1,114,799	03/13/79
GUARD POST	No. 1,139,381	09/09/80
G logo	No. 1,150,197	04/07/81
GLAD-COTE	No. 1,166,114	08/25/81
POWERLINE	No. 1,465,213	11/17/87

VLGoe
BFLO Doc # 968878.4

**TRADEMARK
REEL: 002044 FRAME: 0519**

**NOTICE OF SECURITY INTEREST IN TRADEMARKS
AND SERVICE MARKS**

Notice is hereby given that **PHILLIPS & BROOKS/GLADWIN, INC.** ("PBG"), a Georgia corporation, with its principal place of business located at 139 Hightower Parkway, Dawsonville, Georgia 30534 ("Debtor") has granted a security interest to **CITICORP USA, INC.**, a Delaware corporation with a place of business at Citicorp Center, 153 East 53rd Street, 25th Floor, Zone 5, New York, New York 10043 ("Lender"), in and to all of the trademarks listed on the Schedule attached hereto and the applications, registrations and goodwill associated therewith, pursuant to a general security agreement between Debtor and Lender dated of even date herewith and as the same may be amended or supplemented from time to time.

Dated: February 4, 2000

PHILLIPS & BROOKS/GLADWIN, INC.

By: 
Name: **J. Lawrence Porter**
Title: **Vice President**

STATE OF NEW YORK)
COUNTY OF NEW YORK) SS.:

On the 4th day of February in the year 2000, before me, the undersigned, a notary public in and for said state, personally appeared J. Lawrence Porter, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

VICTORIA L. GRADY
Notary Public, State of New York
Qualified in Erie County
My Commission Expires 7/5/02

(Signature and office of individual taking acknowledgment)

VLGoe/SPAga
BFLO Doc # 968878.4

**TRADEMARK
REEL: 002044 FRAME: 0520**

Schedule

To Notice of Security Interest in Trademarks and Service Marks

<u>TRADEMARK</u>	<u>REGISTRATION NUMBER</u>	<u>REGISTRATION DATE</u>
PBG/Keypad logo	No. 1,835,987	05/10/94
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GLAD-COTE	No. 1,166,114	08/25/81
POWERLINE	No. 1,465,213	11/17/87

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BFLO Doc # 968878 4

RECORDED: 02/28/2000

**TRADEMARK
REEL: 002044 FRAME: 0521**