

07-26-2000



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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 (Non-Recordation)
Document ID #

Correction of PTO Error
Reel # Frame #

Corrective Document
Reel # Frame #

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year

Merger

Change of Name

Other

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/AK/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership 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.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

07/25/2000 MTHAIL 00000220 74672954
01 FC:481 40.00 OP

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: 002109 FRAME: 0072

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="74672954"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

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<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.

Annabelle V. Irey, Esq.

Name of Person Signing

Annabelle V. Irey

Signature

6/21/00


Date Signed

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

Notice is hereby given that **HEDLEY TECHNOLOGIES INC.**, a Canadian corporation, with its principal place of business located at 5160 Explorer Drive, Unit 20, Mississauga, Ontario L4W 4T7, formerly known as of **HEDLEY PACIFIC VENTURES LTD.** ("Debtor") has granted a security interest to **ROYAL BANK OF CANADA**, a Canadian banking corporation with a place of business at 180 Wellington St. W (B.S.C.), 3rd Floor, Toronto, Ontario M5J 1J1 ("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 patent, trademark and license assignment between Debtor and Lender dated of even date herewith and as the same may be amended or supplemented from time to time.

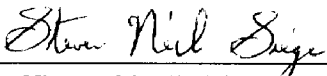
Dated: June 12, 2000

HEDLEY TECHNOLOGIES INC.

By: 
Name: **Rene Goehrum**
Title: **President & CEO**

_____)
_____) SS.:

On the 12th day of June in the year 2000, before me, the undersigned, a notary public in and for said state, personally appeared RENE GOEHNUM, personally known to me or proved to me on the basis of satisfactory evidence to be the individual(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 capacity(ies), and that by his/her/their signature(s) on the instrument, the individual (s), or the person upon behalf of which the individual(s) acted, executed the instrument.


(Signature and office of individual taking acknowledgment)
STEVEN NEIL SIEGER
BARRISTER & SOLICITOR, NOTARY PUBLIC

Schedule

To Notice of Security Interest in Trademarks and Service Marks

TRADEMARK

PROTECT-IT

APPLICATION NUMBER

Serial No. 74-672954

VLC cxxg
BFLO Doc # 1005333

**TRADEMARK
REEL: 002109 FRAME: 0075**

DESIGNATION OF DOMESTIC REPRESENTATIVE

Mark: **PROTECT-IT**

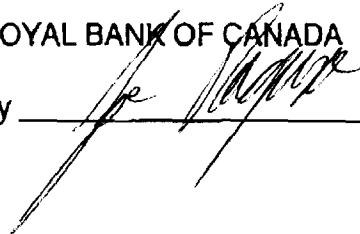
Serial No.: **74-672954**

Applicant: Hedley Technologies Inc. Date: June 22, 2000

Annabelle Irey of the firm of Phillips, Lytle, Hitchcock, Blaine and Huber LLP whose postal address is 3400 HSBC Center, Buffalo, New York 14203 is hereby designated the domestic representative for Royal Bank of Canada, the receiving party of a security interest in the above- referenced mark, upon whom notice or process in proceedings affecting this mark or the recordation of such security interest in this mark may be served.

ROYAL BANK OF CANADA

By _____



Dated: June 22, 2000