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05-17-2001

FORM PTO-1618A  
Expires 05/30/99  
OMB0651-0027

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



101720225

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

Submission Type

Conveyance Type

New

Resubmission Document ID#  (Non-Recordation)

Correction of PTO Error  
Reel #  Frame #

Corrective Document  
Reel #  Frame #

Assignment  License

Security  Nunc Pro Tunc Assignment

Merger

Change of Name

Other  Notice of Grant of Security Interest

MAY 14 2001

Effective Date  
Month Day Year  
 11/19/99

Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name  O'Grady-Peyton International (USA), Inc.  05/01/01

Formerly

Individual  General Partnership  Limited Partnership  Corporation  Association

Other

Citizenship/State of Incorporation/Organization  Massachusetts

Receiving Party

Mark if additional names of receiving parties attached

Name  Bank of America, N.A., as Agent

DBA/AKA/TA

Composed of

Address (line 1)  101 N. Tryon Street

Address (line 2)  Independence Center, 15<sup>th</sup> Floor

Address (line 3)  Charlotte  North Carolina  28255

City State/Country Zip Code

Individual  General Partnership  Limited Partnership  Association

Other  National banking association

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.)

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05.16/2001 DBYRNE 00000196 78057380

01 FC:48 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  
02 FC:48 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

**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="78/057,380"/>	<input type="text" value="78/060,543"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="78/057,382"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="78/059,305"/>	<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.

Steven D. Thomas  
Name of Person Signing

Steven D. Thomas  
Signature

May 10, 2001  
Date Signed

NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of November 19, 1999 (the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A., as Agent (the "Agent") for the Lenders referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Agent for the ratable benefit of the Lenders:

TRADEMARKS

None.


TRADEMARK APPLICATIONS

See attached Schedule A.

The Obligors and the Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

**O'GRADY-PEYTON INTERNATIONAL  
(USA), INC.**

By: 

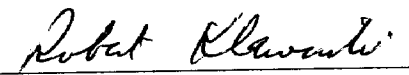
Name: James K. Stumpf

Title: Sr. Vice President & Treasurer

Dated: May 1, 2001

Acknowledged and Accepted

BANK OF AMERICA, N.A., as Agent

By: 

Name: Robert Klawinski

Title: Managing Director

Schedule A

O'Grady-Peyton International (USA), Inc. (MA Corp.)

U.S. Trademark Applications

<u>Grantor</u>	<u>Mark</u>	<u>Reg No.</u>	<u>Reg. Date</u>	<u>Serial No.</u>	<u>Filing Date</u>	<u>Status</u>
O'Grady-Peyton International (USA), Inc.	O'GRADY-PEYTON INTERNATIONAL			78/057380	April 9, 2001	Pending
O'Grady-Peyton International (USA), Inc.	Miscellaneous Design			78/057,382	April 9, 2001	Pending
O'Grady-Peyton International (USA), Inc.	O'GRADY-PEYTON			78/059305	April 19, 2001	Pending
O'Grady-Peyton International (USA), Inc.	OGP			78/060543	April 26, 2001	Pending