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05-07-2002

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

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New

423-02

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Conveyance Type

Assignment

License

Security

Nunc Pro Tunc Assignment

Merger

Change of Name

Other

Notice of Grant of Security Interest

Effective Date  
Month Day Year  
11/16/01

Conveying Party

Mark if additional names of conveying parties attached

Name

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

Execution Date  
Month Day Year

11/16/01

Formerly

[Empty box for Formerly]

Individual

General Partnership

Limited Partnership

Corporation

Association

Other

[Empty box for 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

[Empty box for DBA/AKA/TA]

Composed of

[Empty box for Composed of]

Address (line 1)

One Independence Center

Address (line 2)

101 North Tryon Street, 15<sup>th</sup> Floor

Address (line 3)

Charlotte

North Carolina

28255

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

National Banking Association

Citizenship/State of

Incorporation/Organization

[Empty box for Citizenship/State of Incorporation/Organization]

05/06/2002 DBYRNE 00000165 76319603

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**Correspondent Name and Address**

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**Pages**

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**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="76/319,603"/>	<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"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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**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

April 11, 2002

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 14, 2001 (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

<u>Trademark No.</u>	<u>Description of Trademark Item</u>	<u>Date of Trademark</u>
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Trademark Applications

<u>Trademark Applications No.</u>	<u>Description of Trademark Applied For</u>	<u>Date of Trademark Applications</u>
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See Attached Schedule

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.**

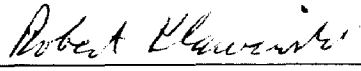
By: 

Name: Denise L. Jackson

Title: Vice President and Secretary

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Agent

By: 

Name: **Robert Klawinski**

Title: **Managing Director**

**O'Grady-Peyton International (USA), Inc.  
(Massachusetts Corporation)**

**U.S. Trademark**

**Pending Application**

Mark	App. Ser. No.	Filing Date
O'GRADY PEYTON INTERNATIONAL and Design	76-319,603	10/1/01