

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Toolz Limited		05/21/2003	CORPORATION: HONG KONG

RECEIVING PARTY DATA

Name:	Abbott L. Stillman 1982 Family Trust
Street Address:	670 White Plains Road
City:	Scarsdale
State/Country:	NEW YORK
Postal Code:	10583
Entity Type:	Trust: NEW YORK

Name:	Jay Anderson
Street Address:	370 7th Ave, Suite 618
Internal Address:	c/o The Feil Organization
City:	New York
State/Country:	NEW YORK
Postal Code:	10001
Entity Type:	INDIVIDUAL: UNITED STATES

Name:	Randy Arthur
Street Address:	131 Riverside Drive
Internal Address:	#7A
City:	New York
State/Country:	NEW YORK
Postal Code:	10024
Entity Type:	INDIVIDUAL: UNITED STATES

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Name:	Linda Yellin
Street Address:	131 Riverside Drive
Internal Address:	#7A
City:	New York
State/Country:	NEW YORK
Postal Code:	10024
Entity Type:	INDIVIDUAL: UNITED STATES

Name:	Lloyd Goldman
Street Address:	52 Vanderbilt Avenue, #1600
Internal Address:	c/o Building Management Co.
City:	New York
State/Country:	NEW YORK
Postal Code:	10017
Entity Type:	INDIVIDUAL: UNITED STATES

Name:	Jack Izower
Street Address:	146 Jefferson Avenue
City:	Island Park
State/Country:	NEW YORK
Postal Code:	11558
Entity Type:	INDIVIDUAL: UNITED STATES

Name:	Greg Lubar
Street Address:	1810 Randolph Street, N.W.
City:	Washington
State/Country:	DISTRICT OF COLUMBIA
Postal Code:	20011
Entity Type:	INDIVIDUAL: UNITED STATES

Name:	Mary K. Foust, Trustee for the Mary K. Foust Trust
Street Address:	111 Central Avenue
City:	Sausalito
State/Country:	CALIFORNIA
Postal Code:	94965
Entity Type:	Trust: UNITED STATES

Name:	Moorea LLC
Street Address:	200 State Street, 8th Floor
Internal Address:	c/o Parthenon Capital
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02109
Entity Type:	CORPORATION: DELAWARE

Name:	Barry Rosenthal
Street Address:	1120 20th Street, NW, Suite 800
Internal Address:	c/o Bingham Dana LLP
City:	Washington
State/Country:	DISTRICT OF COLUMBIA
Postal Code:	20036
Entity Type:	INDIVIDUAL: UNITED STATES

Name:	Phillis Rosenthal
Street Address:	49 Bates Road
City:	Harrison
State/Country:	NEW YORK
Postal Code:	10528
Entity Type:	INDIVIDUAL: UNITED STATES

Name:	Annette Roth
Street Address:	5 Pinewood Road
City:	White Plains
State/Country:	NEW YORK
Postal Code:	10605
Entity Type:	INDIVIDUAL: UNITED STATES

Name:	Irwin Roth
Street Address:	5 Pinewood Road
City:	White Plains
State/Country:	NEW YORK
Postal Code:	10605

Entity Type:	INDIVIDUAL: UNITED STATES
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Name:	Gary Roth
Street Address:	101 West End Avenue
Internal Address:	Apt. 15N
City:	New York
State/Country:	NEW YORK
Postal Code:	10023
Entity Type:	INDIVIDUAL: UNITED STATES

Name:	Bernard Sadow
Street Address:	21 Pond Hill Road
City:	Chappaqua
State/Country:	NEW YORK
Postal Code:	10514
Entity Type:	INDIVIDUAL: UNITED STATES

Name:	Sanford Schwartz
Street Address:	32 Garden Road
City:	Scarsdale
State/Country:	NEW YORK
Postal Code:	10583
Entity Type:	INDIVIDUAL: UNITED STATES

Name:	Shea Ventures LLC
Street Address:	655 Brea Canyon Road
City:	Walnut Creek
State/Country:	CALIFORNIA
Postal Code:	91789
Entity Type:	Limited Liability Company: CALIFORNIA

Name:	Marilyn Sheldon
Street Address:	207 McKinley Avenue
City:	Island Park
State/Country:	NEW YORK
Postal Code:	11558

Entity Type:	INDIVIDUAL: UNITED STATES
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Name:	Abbott Stillman
Street Address:	670 White Plains Road
City:	Scarsdale
State/Country:	NEW YORK
Postal Code:	10583
Entity Type:	INDIVIDUAL: UNITED STATES

Name:	Allan Stillman
Street Address:	15968 Brier Creek Drive
City:	Delray Beach
State/Country:	FLORIDA
Postal Code:	33446
Entity Type:	INDIVIDUAL: UNITED STATES

Name:	Sham Wadhwa
Street Address:	9411 Wooded Glen Avenue
City:	Burke
State/Country:	VIRGINIA
Postal Code:	22015
Entity Type:	INDIVIDUAL: UNITED STATES

Name:	Andy Butler
Street Address:	218 Cowper Street
City:	Palo Alto
State/Country:	CALIFORNIA
Postal Code:	94301
Entity Type:	INDIVIDUAL: UNITED STATES

Name:	Bob Lawson
Street Address:	24266 Rue De Gauguin
City:	Laguna Niguel
State/Country:	CALIFORNIA
Postal Code:	92677
Entity Type:	INDIVIDUAL: UNITED STATES

Name:	Steve Soucy
Street Address:	235 New Canaan Road
City:	Wilton
State/Country:	CONNECTICUT
Postal Code:	06897
Entity Type:	INDIVIDUAL: UNITED STATES

Name:	Isabel Zimmermann
Street Address:	Frankfurter Ring 193 a/IV
Internal Address:	c/o Toolz GmbH
City:	Munich
State/Country:	GERMANY
Postal Code:	80807
Entity Type:	INDIVIDUAL: GERMANY

Name:	Subhashini Wadhwa
Street Address:	9411 Wooded Glen Avenue
City:	Burke
State/Country:	VIRGINIA
Postal Code:	22015
Entity Type:	INDIVIDUAL: UNITED STATES

PROPERTY NUMBERS Total: 12

Property Type	Number
Registration Number:	2145017
Registration Number:	2231068
Registration Number:	2530333
Serial Number:	75748428
Serial Number:	75748427
Serial Number:	75706746
Serial Number:	75847277
Serial Number:	75764037
Serial Number:	75706558

Serial Number:	75742501
Serial Number:	75764268
Serial Number:	76204459

CORRESPONDENCE DATA

Fax Number: (650)849-4800
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 650-849-4400
Email: pamela.merkadeau@bingham.com
Correspondent Name: Pamela Merkadeau, Bingham McCutchen LLP
Address Line 1: 1900 University Avenue
Address Line 4: Palo Alto, CALIFORNIA 94303-2223

ATTORNEY DOCKET NUMBER:	2018101-2181010067 TOOLZ
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DOMESTIC REPRESENTATIVE

Name:
Address Line 1:
Address Line 2:
Address Line 3:
Address Line 4:

NAME OF SUBMITTER:	Mary Dougherty
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Total Attachments: 5
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**MEMORANDUM OF SECURITY INTEREST AND LIEN
IN TRADEMARK RIGHTS**

Reference is made to a certain Intellectual Property Security Agreement (together with its appendices, exhibits and schedules, the "Security Agreement") dated as of May 12, 2003, by and between Toolz Limited, a Hong Kong Company ("Debtor") and the lenders identified in Appendix I hereto ("Secured Party"), and Edmund Shea and Abbott Stillman, in their joint capacity as the Agents for the Secured Party (Shea and Stillman, each an "Agent" and collectively, the "Agents").

Except as otherwise defined herein, all defined and capitalized terms contained herein shall have the same meanings as in the Security Agreement. Nothing herein shall be construed to modify or alter the terms of the Security Agreement, or diminish or enlarge the parties' respective rights and duties thereunder or the limitations and conditions contained therein.

In exchange for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and in accordance with the terms and conditions of the Security Agreement, Debtor has granted and hereby confirms its grant to Secured Party of a continuing security interest and lien in the below listed trademarks and applications for trademarks of record (collectively, the "Trademark Rights") in the United States Patent and Trademark Office along with all Receivables, Related Agreements and any and all proceeds and products of any and all of the foregoing (all of the foregoing, collectively, the "Collateral"), all as more specifically set forth, and on the terms and conditions provided, in the Security Agreement. The inclusion of proceeds does not authorize Debtor to sell or dispose of the Collateral. Without the prior express written approval of the Secured Party, Debtor may not grant an exclusive license or sell, or accept any offer to acquire an exclusive license or to purchase, or release, or abandon, or otherwise dispose of one or more of the Trademark Rights or any undivided interest therein.

Registered Trademarks

UNITED STATES

Registration No.	Trademark	Registration Date
2145017	TOOLZ	March 17, 1998
2231068	ROBO LASER	March 9, 1999
2530333	ROBOSQUARE	January 15, 2002

Pending Trademark Applications

UNITED STATES

Serial No.	Trademark	Filing Date
75748428	ROBODETECTOR	July 12, 1999
75748427	ROBOFIND	July 12, 1999
75706746	ROBOLEVEL	May 14, 1999
75847277	ROBOPOD	November 12, 1999
75764037	ROBOTAPE	July 30, 1999
75706558	ROBOTOOLS	May 14, 1999
75742501	ROBOTOOLZ	July 2, 1999
75764268	ROBOVECTOR	July 30, 1999
76204459	THE TRUE MEASURE OF A PROFESSIONAL	February 2, 2001

Executed the 21ST day of MAY, 2003

By: ANDREW BUTLER
 Its: PRESIDENT & CEO

Appendix I
LIST OF LENDERS

<u>Name</u>	<u>Address</u>	<u>Citizenship</u>
Abbott L. Stillman 1982 Family Trust	670 White Plains Road Scarsdale, NY 10583	Domiciled in New York State
Anderson, Jay	c/o The Feil Organization 370 7th Ave., Suite 618 New York, NY 10001	USA
Arthur, Randy & Linda Yellin	131 Riverside Drive #7A New York, NY 10024	USA
Goldman, Lloyd	c/o Building Management Co. 52 Vanderbilt Ave., #1600 New York, NY 10017	USA
Izower, Jack	146 Jefferson Avenue Island Park, NY 11558	USA
Lubar, Greg	1810 Randolph Street, N.W. Washington, DC 20011	USA
Mary K. Foust, Trustee for the Mary K. Foust Trust	111 Central Avenue Sausalito, CA 94965	USA
Moorea LLC	c/o Parthenon Capital 200 State Street, 8 th Floor Boston, MA 02109	Delaware Corporation
Rosenthal, Barry	c/o Bingham Dana LLP 1120 20th Street, NW, Suite 800 Washington, DC 20036	USA
Rosenthal, Phillis	49 Bates Road Harrison, NY 10528	USA
Roth, Annette & Irwin	5 Pinewood Road White Plains, NY 10605	USA

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<u>Name</u>	<u>Address</u>	<u>Citizenship</u>
Roth, Gary	101 West End Avenue, Apt. 15N New York, NY 10023	USA
Sadow, Bernard	21 Pond Hill Road Chappaqua, NY 10514	USA
Schwartz, Sanford	32 Garden Road Scarsdale, NY 10583	USA
Shea Ventures LLC	655 Brea Canyon Road Walnut, CA 91789	California LLC
Sheldon, Marilyn	207 McKinley Avenue Island Park, NY 11558	USA
Stillman, Abbott	670 White Plains Road Scarsdale, NY 10583	USA
Stillman, Allan	15968 Brier Creek Drive Delray Beach, FL 33446	USA
Wadhwa, Sham & Subhashini	9411 Wooded Glen Avenue Burke, VA 22015	USA
Butler, Andy	218 Cowper Street Palo Alto, CA 94301	USA
Lawson, Bob	24266 Rue De Gauguin Laguna Niguel, CA 92677	USA
Soucy, Steve	235 New Canaan Road Wilton, CT 06897	USA
Zimmermann, Isabel	c/o Toolz GmbH Frankfurter Ring 193 a/IV 80807 Munich, Germany	German

ALL PURPOSE ACKNOWLEDGMENT

STATE OF CALIFORNIA)
COUNTY OF SANTA CLARA)

On 5/21/2003 before me, RONNIE LEA, Notary Public.

personally appeared ANDREW BUTLER
NAME(S) OF SIGNER(S)

personally known to me - OR - proved to me on the basis of satisfactory evidence to be the person(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 authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



Witness my hand and official seal.

Ronnie Lea
SIGNATURE OF NOTARY

OPTIONAL SECTION
CAPACITY CLAIMED BY SIGNER

Though statute does not require the Notary to fill in the data below, doing so may prove invaluable to persons relying on the document.

INDIVIDUAL
 CORPORATE OFFICER(S)
PRESIDENT & CEO

TITLE(S)

PARTNER(S) LIMITED
 GENERAL
 ATTORNEY-IN-FACT
 TRUSTEE(S)
 GUARDIAN/CONSERVATOR
 OTHER:

SIGNER IS REPRESENTING:
Name of Person(s) or Entity(ies)

TOOLZ LTD.

THIS CERTIFICATE MUST BE ATTACHED TO THE DOCUMENT DESCRIBED AT RIGHT:

Though the data requested here is not required by law, it could prevent fraudulent reattachment of this form.

OPTIONAL SECTION

Title of Type of Document SEE BELOW *
Number of Pages 4 Date of Document 5/21/2003
Signer(s) Other Than Named Above N/A

* MEMORANDUM OF SECURITY INTEREST AND LIEN IN TRADEMARK RIGHTS