

08-13-2003



RE

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102523029

Copy thereof.

To the Honorable Commissioner of Patents and Trademarks: Please re

1. Name of conveying party(ies):
CITICORP NORTH AMERICA, INC.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
Name: VSI Corporation
Internal Address: _____
Street Address: 45025 Aviation Drive
City: Dulles State: Virginia ZIP: 20166-7516
 Individual(s) citizenship _____
 Association _____
 General Partnership _____

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other Termination of Security Interest in Trademarks
Execution Date: December 3, 2002
Correction to ID No.: 102389183 - Address of Receiving Party

Limited Partnership _____
 Corporation - Delaware
 Other _____
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations 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)
0812785, 1094237, 1217295, 1223834, 1256692, 0942235,
0610243, 1072525, 0767404, 1083166, 0804519, 1141512,
1114373, 1092685, 1104193, 1439814, 1463284, 0794327,
0731729, 0414291, 1408211, 1114796, 0713021, 0 676869,
0779000, 0732353, 0879367

Additional numbers attached? Yes No

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

6. Total number of applications and registrations involved: 27 registrations

Name: Linda Casey, Senior Paralegal
Internal Address: Foley Hoag LLP

7. Total fee (37 CFR 3.41): \$690.00
 Enclosed
 Authorized to be charged to deposit account

Street Address: 155 Seaport Boulevard
City: Boston State: MA ZIP: 02210

8. Deposit account number:
06-1446
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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.

Linda Casey Linda Casey
Name of Person Signing Signature

August 4, 2003

Certificate of Mailing

I hereby certify that this correspondence is being deposited with the United States Postal Service in first class mail in an envelope addressed to the Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, Virginia 22202-3513 on the date indicated below.

Printed Name: SHIRINE DARVISH
Signature: [Signature]
Date of Signature: 08-04-03



To the Honorable Commissioner of Patents and Trademarks documents or copy thereof.

1. Name of conveying party(ies): CITICORP NORTH AMERICA, INC. 3-11-03

Individual(s) Association
 General Partnership Limited Partnership
 Corporation
 Other
Additional name(s) of conveying party(ies) attached? Yes No

Name: VSI Corporation
Internal Address: _____
Street Address: _____
City: _____ State: MA ZIP: 02110
 Individual(s) citizenship _____
 Association _____
 General Partnership _____

Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other Termination of Security Interest in Trademarks
Execution Date: December 3, 2002

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

03/12/2003 ECOOPER 00000106 0812785
01 FC:8521 40.00 DP
02 FC:8522 650.00 DP

DO NOT USE THIS SPACE

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.

Linda Casey Linda Casey March 3, 2003
Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 1

RELEASE AND REASSIGNMENT
OF
TRADEMARKS, TRADEMARK AND SERVICE MARK APPLICATIONS
and TRADEMARK LICENSE AGREEMENTS
AS SECURITY

WHEREAS, VSI Corporation, a Delaware corporation (the "Company"), owns the trademarks and trademark and service mark applications (collectively, the "Marks") described in the attached Schedule A for which there are recordings in the United States Patent and Trademark Office under the numbers set forth in the attached Schedule A and the trademark license agreements also described in the attached Schedule A; and

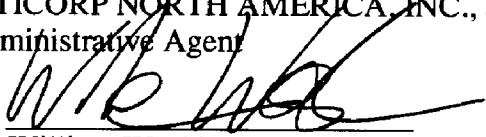
WHEREAS, pursuant to that certain Trademark Security Agreement dated as of August 18, 1989 (the "Agreement") the Company granted a security interest in, among other things, trademarks, registered trademarks, trademark applications, service marks, registered service marks and service mark applications, including, without, limitation, the Marks and trademark license agreements to secure the payment and performance by the Company of certain of its obligations; and

WHEREAS, the Agreement was recorded in the Assignment Branch, United States Patent and Trademark Office on August 28, 1989 located on Reel 667, Frame 215 and an Assignment dated as of February 22, 1995 with respect to the Agreement was executed in favor of the Administrative Agent and was recorded in the Assignment Branch, United States Patent and Trademark Office on September 1, 1995 located on Reel 1399, Frame 161.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Administrative Agent does hereby terminate its security interest in, as and by way of a first mortgage and security interest having priority over all other security interests, with power of sale to the extent permitted by applicable law, and does reassign and reconvey to the Company, trademarks, registered trademarks, trademark applications, service marks, registered service marks and service mark applications, including, without, limitation, the Marks and (a) all renewals thereof, (b) all income, royalties, damages and payments now and hereafter due and/or payable under and with respect thereto, including, without limitation, payments under all licenses entered into in connection therewith and damages and payments for past or future infringements or dilutions thereof, (c) the right to sue for past, present and future infringements and dilutions thereof, (d) the goodwill of the Company's business connected with and symbolized by the Marks, (e) all of the Company's rights corresponding thereto throughout the world and (f) rights under or interest in any trademark license agreements or service mark license agreements with any other party, whether the Company is a licensee or licensor under any such license agreement, together with any goodwill connected with and symbolized by any such trademark license agreements or service mark license agreements, and the right to prepare for sale and sell any and all inventory owned by the Company and covered by such licenses.

Dated: December 3, 2002

CITICORP NORTH AMERICA, INC., as
Administrative Agent

By 
William Washburn
Vice President

Schedule A

to

Release and Reassignment

dated as of _____, 2002

Trademarks

See attached Schedule A

Trademark and Service Mark Applications

See attached Schedule A

Trademark License Agreements

See attached Schedule B

SCHEDULE A
TO
FAIRCHILD TRADEMARK SECURITY AGREEMENT

Registered Trademarks and Trademark Applications

2. Transfer from Rexnord Holdings to Fairchild of
Speciality Fasteners Division on Fairchild Equity
Contribution.

See Annex A attached hereto and made a part hereof.