

10-07-2004



Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

REI

102854679

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

BNP Paribas

- Individual(s) Association General Partnership Limited Partnership Corporation-State Other Bank

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other Assignment of Security Interest

Execution Date: July 12, 2004

2. Name and address of receiving party(ies)

Name: Patcharch Partners Agency Services, LLC

Internal Address: Suite 700

Street Address: 112 South Tryon Street

City: Charlotte State: NC Zip: 28284

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Other Limited Liability Co DE

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

Handwritten date: 9/23/04

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) N/A

B. Trademark Registration No.(s) 1900898 & 2105822

Additional number(s) attached Yes No

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

Name: Ida Magin

Internal Address: CSC

Street Address: 80 State Street, 6th Floor

City: Albany State: NY Zip: 12207

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41): \$ 65.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

(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.

Ida Magin

Name of Person Signing

Handwritten signature of Ida Magin

Signature

09/22/2004

Date

Total number of pages including cover sheet, attachments, and document: 5

10/06/2004 MSETACHE 00000245 1900898

01 FC:0521 02 FC:0522

40.00 OP 25.00 DP

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231



09-23-2004

U.S. Patent & TMO/TM Mail Ropt Dt. #72

TRADEMARK REEL: 003058 FRAME: 0436

ASSIGNMENT OF SECURITY INTEREST IN TRADEMARKS

THIS ASSIGNMENT OF SECURITY INTEREST IN TRADEMARKS (this "Assignment") is dated as of July 9, 2004 and made by BNP Paribas (formerly known as Banque Nationale de Paris; "BNP") in favor of Patriarch Partners Agency Services, LLC ("Patriarch").

WHEREAS, BNP was a party to that certain Third Amended and Restated Credit Agreement, dated as of December 1, 2002, among Sarcom, Inc. ("Sarcom"), certain financial institutions and other institutional lenders party thereto (the "Lenders") and BNP (as amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement");

WHEREAS, Sarcom previously granted BNP a security interest in certain trademarks listed on Schedule 1 attached hereto (the "Trademark Collateral") in order to secure Sarcom's prompt payment and performance of its obligations under the Credit Agreement;

WHEREAS, pursuant to that certain Agreement, dated as of June 18, 2004, among the Lenders (the "June 18th Agreement"), (i) BNP resigned as agent under the Credit Agreement and other Loan Documents (as defined in the Credit Agreement) and (ii) Patriarch was appointed, and accepted such appointment, as successor agent under the Credit Agreement and the other Loan Documents;

WHEREAS, pursuant to the June 18th Agreement, (i) BNP agreed to transfer to Patriarch all items of Collateral (as defined in the Credit Agreement), including, without limitation, its security interests the Trademark Collateral and (ii) Sarcom consented to such transfer of the security interests in the Trademark Collateral;

WHEREAS, BNP's security interest in the Trademark Collateral was recorded with the United States Patent and Trademark Office on November 19, 1996 under Reel/Frame 1530/0816; and

WHEREAS, the parties now wish to effectuate the assignment of the Trademark Collateral from BNP to Patriarch by filing this Assignment with the United States Patent and Trademark Office.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, BNP hereby assigns and transfers unto Patriarch its security interest in the Trademark Collateral.

BNP hereby requests the Commissioner of Patents and Trademarks to record Patriarch as the assignee of BNP's security interest in the Trademark Collateral.

IN WITNESS WHEREOF, BNP has executed this Assignment of Security Interest in Trademarks as of the date first set forth above.

BNP PARIBAS

By: 
Name: BROCK F. HARRIS
Title: DIRECTOR

By: 
Name:
Title: FLEICHER DUKE
Director.

Schedule 1


TRADEMARK RIGHTS

Trademarks and Trademark Registrations

Registrations - -		
United States Patent and Trademark Office		
<u>Trademark or Service Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
SARCOM	1900898	06/20/1995
KNOWLEDGE LINK	2105822	10/14/1997

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

On this 12 day of July, 2004, there appeared before me Brock T. Harris & Fletcher Du kp personally known to me (or proved to me on the basis of satisfactory evidence), who acknowledged that ~~he~~ she signed the foregoing Assignment as ^{her} voluntary act and deed on behalf and with full authority of Banque Nationale de Paris.



Notary Public

MARIAN J. GOLOB
Notary Public, State of New York
No. 31-4764535
Qualified in New York County
Commission Expires Jan. 31, 2007