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06-01-1998



Tab settings

To the Honorable Commissioner of Patents

100722791

original documents or copy thereof.

1. Name of conveying party(ies):

WORKSTATION DIRECT, LLC.

- Individual(s)
- General Partnership
- Corporation-State
- Other Connecticut Limited Liability Company

- Association
- Limited Partnership

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

3. Nature of conveyance:

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

Execution Date: January 30, 1998

2. Name and address of receiving party(ies)

Name: Fleet National Bank  
 Internal Address: Commercial Lending-Asset Based  
 Street Address: One Landmark Square  
 City: Stamford State: CT ZIP: 06901

- Individual(s) citizenship
- Association national banking association
- General Partnership
- Limited Partnership
- Corporation-State
- 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 patent number(s):

A. Trademark Application No.(s)

000403634

05/29/1998 DCDATES 00000118 2104566

01 FC:481  
02 FC:482

40.00 DP  
150.00 DP

Additional numbers attached?  Yes  No

B. Trademark Registration No.(s)

2,104,566	2,023,206
2,085,262	2,052,792
1,978,393	2,052,793

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

Name: Fleet National Bank

Internal Address: Commercial Lending-Asset Based

Street Address: One Landmark Square

City: Stamford State: CT ZIP: 06901

6. Total number of applications and registrations involved: 7

7. Total fee (37 CFR 3.41).....\$ 190.00

- 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.

Peter Formanek  
Name of Person Signing

Peter Formanek CEO  
Signature

May , 1998  
Date

Total number of pages including cover sheet, attachments, and document: 7

TRADEMARK

**SCHEDULE A**

Part I. Registered Marks

<b>Owner</b>	<b>Type</b>	<b>Register</b>	<b>Registration No.</b>	<b>Registration Date</b>	<b>Status</b>	<b>Int. Class</b>
Workstation Direct LLC.	Trademark	Principal	2,104,566	10/14/97	Registered	9
Workstation Direct LLC.	Trademark	Principal	2,085,262	08/05/97	Registered	9
Workstation Direct LLC.	Service Mark	Principal	1,978,393	06/04/96	Registered	42
Workstation Direct LLC.	Service Mark	Principal	2,023,206	12/17/96	Registered	42
Workstation Direct LLC.	Service Mark	Principal	2,052,792	04/15/97	Registered	40;42
Workstation Direct LLC.	Service Mark	Principal	2,052,793	04/15/97	Registered	40;42

NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS AND SERVICE MARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Credit and Security Agreement dated as of January 30, 1998 (the "Security Agreement") by and among the Workstation Direct LLC. ("Pledgor") and Fleet National Bank ("Bank"), the undersigned Pledgor has granted a continuing security interest in and continuing lien upon, the trademarks, service marks and trademark applications set forth in Schedule A attached hereto and made a part hereof.

The Pledgor and the Bank hereby acknowledge and agree that the security interest in the foregoing trademarks, service marks 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, service mark or trademark application. Pursuant to Section 6.8 of the Security Agreement, the Bank has been irrevocably appointed as Pledgor's attorney in fact to, upon and during the continuance of an Event of Default (as defined in the Security Agreement), to transfer the trademarks, service marks and applications on behalf of the Pledgor.

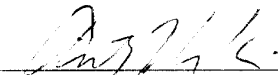
Very truly yours,

WORKSTATION DIRECT, LLC

By:   
Name: Peter Formanek  
Title: Manager

Acknowledged and Accepted:

FLEET NATIONAL BANK

By:   
Name: Anthony McKiernan  
Title: Vice President

TRADEMARK  
REEL: 1732 FRAME: 0334

**SCHEDULE A**

Part II - Pending Applications

<b>Owner</b>	<b>Serial No.</b>	<b>Application Type</b>	<b>Type</b>	<b>Int. Class</b>	<b>Status</b>	<b>Register</b>
Workstation Direct LLC.	000403634	CTM	Trademark	9;40;42	Pending	CTM

**FINN DIXON & HERLING LLP**

ATTORNEYS AT LAW

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**Edward A. Weiss**  
**Direct Dial: (203)325-5027**

RECORDED  
98 MAY 26 1998  
ASSIGNED

May 26, 1998

U.S. Patent and Trademark Office  
Office of Public Records  
Crystal Gateway 4, Room 335  
Washington, DC 20231

To whom it may concern:

Please find enclosed a check in the amount of \$190.00, along with the Trademark Recordation Form Cover Sheet and Notice of Grant of Security Interest in Trademarks and Service Marks for Workstation Direct, LLC.

If you have any questions, please let me know.

Sincerely yours,



Edward A. Weiss

EAW/dsp  
Enclosures

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RECORDED: 05/28/1998

TRADEMARK  
REEL: 1732 FRAME: 0336