

REC

07-21-1998



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U.S. Department of Commerce Patent and Trademark Office

To the Honorable Commissioner of

100770780

the attached original documents or copy thereof

MED 7-15-98

1. Name of conveying party(ies): NationsBank, N.A. (as successor by merger to The Boatmen's National Bank of St. Louis)

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

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

3. Nature of Conveyance:

- Assignment, Merger, Security Agreement, Change of Name, Other Collateral (checked)

Execution Date: December 31, 1997

2. Name and address of receiving party(ies):

Name: Assembly Machines, Inc.

Internal Address:

Street Address: P.O. Box 8326

City: Erie State: PA Zip: 16505

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State: Pennsylvania (checked), Other

If assignee is not domiciled in the U.S., a domestic representative designation is attached? Yes No

Additional name(s) & address(es) attached? Yes No (X) No

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

A. Trademark Application No.(s):

B. Trademark Registration No.(s): 1,036,621 and 1,218,093

Additional numbers attached? Yes No (X) No

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

Name: DICKSTEIN SHAPIRO MORIN & OSHINSKY LLP

Internal Address: Atty. Dkt.: D5200.021

Attn: Donald A. Gregory

Street Address: 2101 L Street, N.W.

City: Washington State: D C Zip: 20037-1526

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41) 65.00

- Enclosed (checked), Authorized to be charged to deposit account (checked)

8. Deposit account number: 04-1073

07/17/1998 JSHABAZZ 00000101 1036621

DO NOT USE THIS SPACE

01 FC:481 40.00 DP
02 FC:482 25.00 DP

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.

Donald A. Gregory

Name of Person Signing

Signature

Date

Reg. No. 28,954

Total number of pages including cover sheet, attachments, and document: 4

TERMINATION OF SECURITY INTEREST AND RELEASE OF COLLATERAL

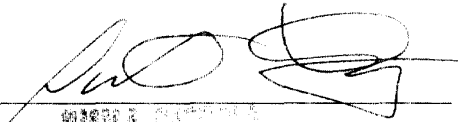
THIS TERMINATION OF SECURITY INTEREST AND RELEASE OF COLLATERAL is made effective as of December 31, 1997 (the "Effective Date") by NationsBank, N.A. (as successor by merger to The Boatmen's National Bank of St. Louis), as agent (herein "Agent") for itself and for each of the other lenders (collectively, the "Lenders") who are parties to that certain Amended and Restated Credit Facilities Agreement, dated as of August 16, 1995, as amended (the "Loan Agreement"), by and among the Agent, the Lenders and ASSEMBLY MACHINES, INC. ("Assembly Machines") and other borrowers (the "Borrowers").

WHEREAS, ASSEMBLY MACHINES granted the Agent for the benefit of the Lenders a security interest in the trademark assets of Assembly Machines pursuant to the Trademark Collateral Assignment and Security Agreement, dated as of January 16, 1995, which was filed in the United States Patent and Trademark Office on March 15, 1996 under Reel No. 1453, Frame No. 0564 (the "Assignment"), including without limitation, the trademarks described on Exhibit A attached hereto and incorporated herein by this reference (the "Collateral").

NOW, THEREFORE, the Agent hereby confirms, as of the Effective Date, that the Lenders and the Borrowers have entered into a new agreement whereby the Lenders have agreed to terminate their interest in the Collateral, and the Agent hereby (1) releases, discharges and disclaims, any lien, security interest, pledge and/or assignment created in its favor under the Assignment, or otherwise, which burdens the Collateral, and (2) grants, assigns and conveys, without covenant or warranty, express or implied, all of the Agent's rights, title and interest in the Collateral to Assembly Machines.

IN WITNESS WHEREOF, the undersigned has caused this Termination of Security Interest and Release of Collateral to be executed by a duly authorized representative as of the date first written above.

NATIONSBANK, N.A. (as successor by merger to The Boatmen's National Bank of St. Louis),
As Agent

By 
Name: WILLIAM R. BENTLEY
Title: VICED PRESIDENT

STATE OF MISSOURI)
) ss:
CITY OF ST. LOUIS)

On this 31st day of December, 1997, personally before me came
Joan A. Becker, known to me, and known to me to be the person
described and who signed the annexed assignment, and, being duly sworn, acknowledged that s/he
executed the same.

CHERYL A SMITH Notary Public - Notary Seal STATE OF MISSOURI St. Louis County My Commission Expires: Sept. 22, 2001

Cheryl A Smith
Notary Public

(SEAL)

EXHIBIT A

Trademark Registration Nos.

1,036,621

1,218,093