

07-22-1998

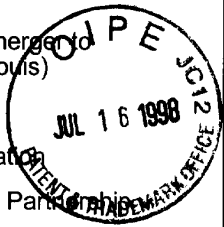


MRD 7-16-98

100770027

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

<p>1. Name of conveying party(ies): NationsBank, N.A. (as successor by merger to The Boatmen's National Bank of St. Louis)</p> <p><input type="checkbox"/> Individual(s)      <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership      <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Corporation-State  <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached?      <input type="checkbox"/> Yes  <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies): Name: <u>Sencorp Systems, Inc.</u> Internal Address: _____ Street Address: <u>400 Kidds Hill Road</u> <u>P.O. Box 6001</u> City: <u>Hyannis</u>      State: <u>MA</u>      Zip: <u>02601</u></p> <p><input type="checkbox"/> Individual(s) citizenship: _____  <input type="checkbox"/> Association: _____  <input type="checkbox"/> General Partnership: _____  <input type="checkbox"/> Limited Partnership: _____  <input checked="" type="checkbox"/> Corporation-State: <u>Massachusetts</u>  <input type="checkbox"/> Other: _____</p> <p>If assignee is not domiciled in the U.S., a domestic representative designation is attached:      <input type="checkbox"/> Yes  <input type="checkbox"/> No</p> <p>Additional name(s) &amp; address(es) attached?      <input type="checkbox"/> Yes      <input checked="" type="checkbox"/> No</p>
<p>3. Nature of Conveyance:</p> <p><input type="checkbox"/> Assignment      <input type="checkbox"/> Merger  <input type="checkbox"/> Security Agreement      <input type="checkbox"/> Change of Name  <input checked="" type="checkbox"/> Other <u>Termination of Security Interest and Release of Collateral</u></p> <p>Execution Date: <u>December 31, 1997</u></p>	
<p>4. Application number(s) or patent number(s):</p> <p>A. Trademark Application No.(s): _____      B. Trademark Registration No.(s): <u>1,719,855</u></p> <p>Additional numbers attached?      <input type="checkbox"/> Yes      <input checked="" type="checkbox"/> No</p>	
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>DICKSTEIN SHAPIRO MORIN &amp; OSHINSKY LLP</u>  Internal Address: <u>Atty. Dkt.: D5200.021</u>  <u>Attn: Donald A. Gregory</u>  Street Address: <u>2101 L Street, N.W.</u>  City: <u>Washington</u>      State: <u>D C</u>      Zip: <u>20037-1526</u></p>	<p>6. Total number of applications and registrations involved: <u>1</u></p> <p>7. Total fee (37 CFR 3.41)      <u>40.00</u></p> <p><input checked="" type="checkbox"/> Enclosed  <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: <u>04-1073</u></p>
<p>07/20/1998 SSNITH 00000137 1719855  01 FC:481      40.00 OP      DO NOT USE THIS SPACE</p>	
<p>9. Statement and signature.  <i>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.</i></p> <p><u>Donald A. Gregory</u>      <u>[Signature]</u>      <u>7-17-98</u>  Name of Person Signing      Signature      Date  Reg. No. <u>28,954</u></p>	
<p>Total number of pages including cover sheet, attachments, and document: <u>4</u></p>	



**TERMINATION OF SECURITY INTEREST AND RELEASE OF COLLATERAL**

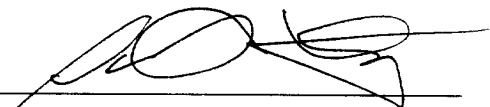
THIS TERMINATION OF SECURITY INTEREST AND RELEASE OF COLLATERAL is made effective as of December 31, 1997 (the "Effective Date") by NationsBank, N.A. (as successor by merger to The Boatmen's National Bank of St. Louis), as agent (herein "Agent") for itself and for each of the other lenders (collectively, the "Lenders") who are parties to that certain Loan Agreement, dated as of May 18, 1993, as amended (the "Loan Agreement"), by and among the Agent, the Lenders and SENCORP SYSTEMS, INC. ("Sencorp") and other borrowers (the "Borrowers").

WHEREAS, SENCORP granted the Agent for the benefit of the Lenders a security interest in the trademark assets of Sencorp pursuant to the Amended and Restated Trademark Collateral Assignment and Security Agreement, dated as of August 16, 1995, which was filed in the United States Patent and Trademark Office on October 10, 1995 under Reel No. 1394, Frame No. 0503 (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 Sencorp.

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: \_\_\_\_\_  
Title: \_\_\_\_\_

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

On this 31<sup>st</sup> day of December, 1997, personally before me came Juan A. Cazorla, 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.**

1,719,855