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10-6-98

RECOR
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10-13-1998



100848636

Docket No.:

34158.19

Tab settings

To the Honorable Commissioner of Patents and

original documents or copy thereof.

1. Name of conveying party(ies):

**CRI INTERNATIONAL CORPORATION dba
COMPONENT RESOURCES**

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

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

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

Execution Date: **9-28-98**

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

Name: **TANGENT GROWTH FUND, L.P.**

Internal Address:

Street Address: **One Union Square, Suite 500**

City: **San Francisco** State: **CA** ZIP: **94108**

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership **CALIFORNIA**
- Corporation-State
- Other

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

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

A. Trademark Application No.(s)

75/503,446 **75/503,448**
FILED **FILED**
6/16/98 **6/16/98**

Additional numbers

B. Trademark Registration No.(s)

1,686,736
ISSUED
5/12/92

Yes No

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

Name: **MATTHEW DICKSTEIN, ESQ.**

Internal Address: **GRAHAM & JAMES LLP**

Street Address: **ONE MARITIME PLAZA, SUITE 300**

City: **SAN FRANCISCO** State: **CA** ZIP: **94111**

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

3

7. Total fee (37 CFR 3.41):.....\$ **90.00**

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

07-1850

10/13/1998 TTON11 00000113 071850 1686736

DO NOT USE THIS SPACE

01 FC:481 40.00 CH
02 FC:482 50.00 CH

del ok

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.

MATTHEW DICKSTEIN, ESQ.

Name of Person Signing

Signature

10-5-98

Date

Total number of pages including cover sheet, attachments, and

4

TRADEMARK

REEL: 1797 FRAME: 0676

Continuation of RECORDATION FORM COVER SHEET

#2 - Name and Address of Receiving Party(ies):

a. Tangent Fund Management II, LLC
One Union Square, Suite 500
San Francisco, CA 94108
a California Limited Liability Corporation

b. Seacoast Capital Partners Limited Partnership
One Sansome Street, Suite 2100
San Francisco, CA 94104
a Delaware Limited Partnership

SECURITY ASSIGNMENT
WITH RESPECT TO TRADEMARKS

Docket Number (optional)

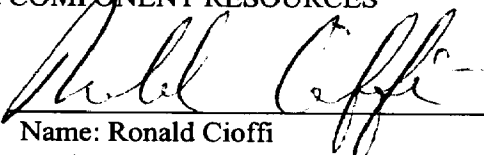
CRI International Corporation dba Component Resources, an Oregon corporation ("Debtor") with an address at 14525 SW Walker Road, Beaverton, Oregon, has registered, or applied for registration in the United States Patent and Trademark Office ("PTO") with respect to the trademarks and service marks set forth on Exhibit A hereto.

Debtor, in consideration of certain financial accommodations given to Debtor by Tangent Growth Fund, L.P., a California limited partnership, Tangent Fund Management II, LLC, a California limited liability company, and Seacoast Capital Partners Limited Partnership, a Delaware limited partnership (collectively, "Secured Party"), has granted, and hereby grants, to Secured Party, pursuant hereto and to the terms of that certain Security Agreement, dated as September 28, 1998, among Debtor, ESCO, LLC and Secured Party (the "Security Agreement"), a security interest and lien in all of Debtor's now owned or hereafter acquired: (i) trademarks, trade names, trade styles and service marks; prints and labels on which said trademarks, trade names, trade styles and service marks appear, have appeared or will appear; designs and general intangibles of a like nature; applications, registrations and recordings relating to the foregoing in the PTO or in any similar office or agency of the United States, any state thereof, any political subdivision thereof or in any other country or political subdivision thereof; and all reissues, extensions and renewals of any of the foregoing; including, without limitation, those trademarks, terms, designs and applications set forth on Exhibit A hereto; (ii) the goodwill of the business symbolized by each of the foregoing trademarks, including, without limitation, all customer lists and other records relating to the distribution of products or services bearing such trademarks; (iii) all present and future license agreements pertaining to the foregoing; (iv) all claims, causes of action and rights to sue for past, present and future infringement or unconsented use of any of the foregoing and all rights pertaining thereto; (v) all general intangibles, intangible intellectual property, and other similar property of Debtor of any kind or nature, whether now owned or hereafter acquired or developed, associated with or arising out of any of the foregoing and not otherwise described above; and (vi) all proceeds of any of the foregoing, including, without limitation, all license royalties and proceeds of infringement suits.


All terms and provisions of this Instrument shall be subject to the terms and provisions of the Security Agreement, to which reference is hereby made for the complete understanding of Debtor and Secured Party with respect to the subject matter hereof.

Executed as of this 22nd day of September, 1998.

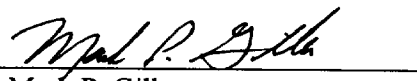
CRI INTERNATIONAL CORPORATION
dba COMPONENT RESOURCES

By: 
Name: Ronald Cioffi
Title: President

TANGENT GROWTH FUND, L.P.
By: Tangent Fund Management LLC, General
Partner

By: 
Name: Mark P. Gilles
Title: Vice President

TANGENT FUND MANAGEMENT II, LLC

By: 
Name: Mark P. Gilles
Title: Vice President

SEACOAST CAPITAL PARTNERS LIMITED
PARTNERSHIP

By: Seacoast Capital Corporation, its General
Partner

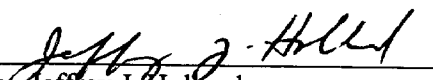
By: 
Name: Jeffrey J. Holland
Title: Vice President

EXHIBIT A

I. FEDERAL REGISTRATIONS

<u>MARK</u>	<u>SERIAL NO.</u>	<u>FILING DATE</u>	<u>REG. NO.</u>	<u>REG. DATE</u>
COMPONENT RESOURCES	74/048,669	4/12/90	1,686,736	5/12/92
AIMSYSTEM	75/503,448	6/16/98		
AIMSYSTEM AND DESIGN	75/503,446	6/16/98		

II. STATE REGISTRATIONS

<u>STATE</u>	<u>MARK</u>	<u>REG. NO.</u>	<u>REG. DATE</u>	<u>RENEWED</u>
OREGON	COMPONENT RESOURCES	T,S24,394	6/12/90	4/14/95