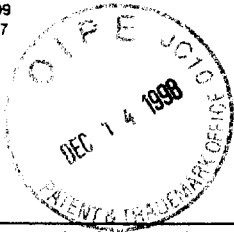


12-24-1998



100929214

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New

Resubmission (Non-Recordation)  
Document ID #

Correction of PTO Error  
Reel #  Frame #

Corrective Document  
Reel #  Frame #

Conveyance Type

Assignment  License

Security Agreement  Nunc Pro Tunc Assignment  
Effective Date  
Month Day Year

Merger

Change of Name

Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name

Formerly

Individual  General Partnership  Limited Partnership  Corporation  Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual  General Partnership  Limited Partnership  If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Corporation  Association

Other

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

12/23/1998 SBURNS 00000035 1665748

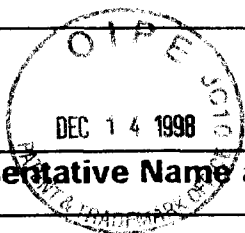
01 FC:481 40.00 OP  
02 FC:482 75.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

REEL: 1831 FRAME: 0789

86-14-98  
MAG  
GMA



**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages**

Enter the total number of pages of the attached conveyance document including any attachments.

#

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

|                      |                      |                      |
|----------------------|----------------------|----------------------|
| <input type="text"/> | <input type="text"/> | <input type="text"/> |
| <input type="text"/> | <input type="text"/> | <input type="text"/> |
| <input type="text"/> | <input type="text"/> | <input type="text"/> |

|                                      |                                      |                      |
|--------------------------------------|--------------------------------------|----------------------|
| <input type="text" value="1665748"/> | <input type="text" value="1168159"/> | <input type="text"/> |
| <input type="text" value="1688808"/> | <input type="text"/>                 | <input type="text"/> |
| <input type="text" value="1240586"/> | <input type="text"/>                 | <input type="text"/> |

**Number of Properties**

Enter the total number of properties involved.

#

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

**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. Charges to deposit account are authorized, as indicated herein.

*Robert E. Connor*

10/23/99

Name of Person Signing

Signature

Date Signed

**ASSIGNMENT AND RELEASE OF COLLATERAL SECURITY**

This Assignment made this 23 day of October, 1998 by CITIZENS CAPITAL, INC., a Massachusetts corporation having its principal place of business at 55 Summer Street, Boston, MA 02110 ("Citizens").

1. RECITALS.

1.1 ADVANCED CIRCUIT TECHNOLOGY, INC., a New Hampshire corporation having its principal place of business at 118 Northeastern Boulevard, Nashua, NH 03062 (the "Company") and Citizens entered into a certain Note Purchase Agreement dated February 12, 1997 (the "Purchase Agreement") and a Security Agreement of even date therewith ("Security Agreement"). In accordance with the terms of the Purchase Agreement and Security Agreement, the Company entered into a Trademark Collateral Agreement dated February 12, 1997 (the "Collateral Agreement") whereby the Company granted, assigned, transferred, conveyed and set over to Citizens, all of the Company's right, title and interest in and to the Trademark Collateral (as defined in the Collateral Agreement), including the federal applications and registrations of the Company listed on Schedule A attached hereto and made a part hereof and foreign applications and registrations of the Company listed on Schedule B attached hereto and made a part hereof ("Trademarks").


1.2 All of the obligations under the Purchase Agreement having been finally paid and satisfied on August 11, 1998 and the Security Agreement having been terminated according to its terms, Citizens is obligated to reassign, reconvey, and set over to the Company the entire right, title and interest to the Trademark Collateral and the Trademarks previously granted, assigned, transferred, conveyed and set over to Citizens pursuant to the Collateral Agreement.

2. ASSIGNMENT.

2.1 Citizens hereby grants, assigns, transfers, conveys and sets over to the Company all of Citizens' right, title and interest in and to the Trademark Collateral and the Trademarks, including all goodwill associated with the Trademark Collateral and the Trademarks, and the right to sue and recover for past, present and future infringements, as fully and entirely as if the assignment under §2(b) of the Collateral Assignment had not been made.

IN WITNESS WHEREOF, the undersigned has executed this Assignment and Release of Collateral Security on the date first above written.

CITIZENS CAPITAL, INC.

By:   
Name: Robert S. Cannon  
Title: President

COMMONWEALTH OF MASSACHUSETTS  
COUNTY OF Suffolk

The foregoing instrument was acknowledged before me this 23<sup>rd</sup> day of October, 1998  
by Robert Garrow, the duly authorized President of Citizens Capital,  
Inc., on behalf of Citizens Capital, Inc.

Nancy S. Kelley  
Justice of the Peace/Notary Public  
My commission expires: 3/19/04  
[SEAL]



**SCHEDULE A**

**U.S. Registrations**

| <u>Mark</u>      | <u>Registration No.</u> |
|------------------|-------------------------|
| Z-CON            | 1,665,748               |
| MODULAR-FLEX     | 1,688,808               |
| SCULPTURED       | 1,240,586               |
| ACT (and design) | 1,168,159               |



**SCHEDULE B**

**Foreign Applications and Registrations**

| <u>Mark</u>  | <u>Registration No.</u> |
|--------------|-------------------------|
| Z-CON        | (Italy) 004233          |
| Z-CON        | (Japan) 2634135         |
| Z-CON        | (Germany) 2025534       |
| Z-CON        | (U.K.) 1466598          |
| Z-CON        | (Taiwan) 550646         |
| MODULAR-FLEX | (Italy) 004234          |
| MODULAR-FLEX | (Germany) 2035832       |
| MODULAR-FLEX | (France) 1670341        |

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D\$

GETMAN, STACEY, TAMPOSI, SCHULTHESS & STEERE, P.A.

ATTORNEYS AT LAW



December 10, 1998

The Commissioner of Patents and Trademarks  
Washington, DC 20231

Re: Assignment of Trademark Numbers  
Conveying Party: Citizens Capital, Inc.  
Receiving Party: Advanced Circuit Technology, Inc.  
Trademark Nos. 1665748, 1168159, 1688808 and 1240586

Dear Sir or Madam:

Enclosed for filing please find the following items:

1. Form PTO 1618A - Recordation Form Cover Sheet;
2. Assignment and Release of Collateral Security executed by Conveying Party with attached Schedules A and B listing the U.S. Registrations and Foreign Applications and Registrations, respectively;
3. Our check in the amount of \$115 payable to The Commissioner of Patents and Trademarks representing the filing fee; and
4. A self-addressed, postage prepaid return postcard.

Should you have any questions or require additional information with respect to the enclosed assignment, please contact the undersigned.

Sincerely,

*Lars S. Smith*  
Lars S. Smith

LSS:lms  
Encs.

cc: Joseph A. Roberts, Jr., CEO (letter only)  
Peter Lurie, Esq. (letter only)

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163 South River Road, Bedford, NH 03110

Tel. (603) 634-4300

Fax (603) 626-3647

email law@gstss.com

RECORDED: 12/14/1998

TRADEMARK  
REEL: 1831 FRAME: 0795