

12-31-1998

Form PTO-1594

U.S. Department of Commerce

(Rev 6-93)

MIL 12-29-98



Patent and Trademark Office

To the Honorable Commissioner of .

100932697

original documents or copy thereof.

1. Name of conveying party(ies):

NATIONSBANK, N.A., as successor by merger with
NATIONSBANK OF TEXAS, N.A.
NCNB Plaza
901 Main Street
Dallas, TX 75202

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

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

3. Nature of conveyance:

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

Execution Date: December 22, 1998

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

Name: BANKBOSTON, N.A.

Internal Address: _____

Street Address: 100 Federal Street

City: Boston State: MA ZIP: 02110

Country: _____

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____
- Other Bank

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 trademark number(s):

If this document is being filed together with a new application, the execution date of the application is _____

A. Trademark Application No.(s)

See Attached List

B. Trademark No.(s)

See Attached List

..... Additional numbers attached Yes No

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

Name: Nora A. Whites carver

Internal Address: Mayer, Brown & Platt

Street Address: 2000 Pennsylvania Avenue, NW

Suite 3900

City: Washington State: DC ZIP: 20006

6. Total number of applications and trademarks involved: 18

7. Total fee (37 CFR 3.41): \$465.00 E

- Enclosed (Check No. 16333)
- Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

12/30/1998 DNGUYEN 00000297 1360184

DO NOT USE THIS SPACE

Q1 FC:481
OR FC:482

40.00 OP
~~425.00 OP~~

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.

Nora A. Whitescarver
Name of Person Signing

Nora A. Whitescarver
Signature

December 22, 1998
Date

Total number of pages comprising cover sheet and document attachments: 19

Item A. Trademarks

Registered Trademarks

<u>Country</u>	<u>Trademark</u>	<u>Registration No.</u>	<u>Registration Date</u>
U.S.	DACS	1,360,184	9/17/85
U.S.	RXLINK & Design	1,599,893	6/5/90
U.S.	RXLINK (Stylized)	1,614,243	9/18/90
U.S.	DACS	1,599,829	6/5/90
U.S.	3XTRA	1,677,880	3/3/92
U.S.	MAXCALL	1,696,671	6/23/92
U.S.	MAXWATCH	1,696,672	6/23/92
U.S.	ESXTRA SUPPORT	1,714,540	9/8/92
U.S.	ADVANCED PREMISES SYSTEMS	1,787,061	8/10/93
U.S.	DEXTRA	1,827,284	3/22/94
U.S.	PROGUARD	1,930,292	10/24/95
U.S.	SORBUS	1,966,586	4/9/96
U.S.	Best®	1,411,849	9/30/86
U.S.	Best®	1,125,466	9/25/79
U.S.	QICBASIC®	1,393,083	5/13/86
U.S.	QANTEL®	1,092,170	5/30/78
U.S.	QICPLAN®	1,207,922	9/14/82

PLEASE SEE ATTACHED ANNEX A FOR ADDITIONAL TRADEMARK FILINGS OUTSIDE THE UNITED STATES.

Pending Trademark Applications

<u>Country</u>	<u>Trademark</u>	<u>Serial No.</u>	<u>Filing Date</u>
U.S.	Needs Many DecisionOne	75/141,412	July 29, 1996

Trademark Applications in Preparation

<u>Country</u>	<u>Trademark</u>	<u>Docket No.</u>	<u>Expected Filing Date</u>	<u>Products/ Services</u>
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None.

Item B. Trademark Licenses

<u>Country or Territory</u>	<u>Trademark</u>	<u>Licensor</u>	<u>Licensee</u>	<u>Effective Date</u>	<u>Expiration Date</u>
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None.

SECURITY INTEREST IN
ASSIGNMENT OF TRADEMARKS

THIS ASSIGNMENT OF TRADEMARKS (this "Assignment"), dated as of December 22, 1998, by NATIONSBANK, N.A., as successor by merger with NATIONSBANK OF TEXAS, N.A. (the "Assignor") to BANKBOSTON, N.A. (the "Assignee"). Unless otherwise defined herein, or the context otherwise requires, terms used in this Assignment, including its preamble and recitals, have the meanings provided in, or by reference in, the Credit Agreement referred to below.

W I T N E S S E T H:

WHEREAS, DecisionOne Corporation, a Delaware corporation (the "Borrower"), certain financial institutions (collectively, the "Lenders"), DLJ Capital Funding, Inc., as syndication agent for the Lenders, BankBoston, N.A., as documentation agent for the Lenders, and the Assignor, as administrative agent (in such capacity, the "Administrative Agent") for the Lenders are parties to the Credit Agreement, dated as of August 7, 1997 (as amended, the "Credit Agreement"); and

WHEREAS, the Borrower and the Administrative Agent are parties to that certain Trademark Security Agreement, dated as of October 1, 1997 (as amended, the "Trademark Security Agreement"), which was filed and recorded with the Patent and Trademark Office of the United States on November 12, 1997 at reel 1655, frame 0439 in the official records of the Patent and Trademark Office; and

WHEREAS, pursuant to the ~~Credit Agreement~~ Trademark Security Agreement, the Borrower granted to the Assignor, as Administrative Agent on behalf of the Lenders, a security interest in certain Collateral, including certain trademarks and service works of the Borrower registered or for which applications therefor are pending in the United States Patent and Trademark Office as set forth in Attachment I hereto (the "Trademarks"); and

WHEREAS, the Assignee has been appointed to succeed the Assignor as Administrative Agent;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, the Assignor hereby transfers and assigns (without representation, recourse or warranty) to the Assignee a security interest in and to the Trademarks ~~and~~ the Trademark Security Agreement, including, without limitation, all proceeds thereof and the right to sue for past, present and future infringements, together with the goodwill of the business symbolized thereby and the registrations and applications thereof.

created by
[Signature]

Security Interest
IN
Jo.

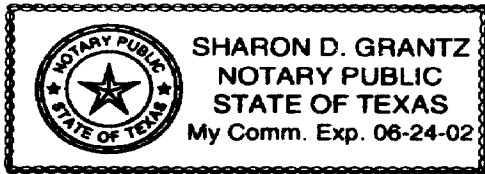
IN WITNESS WHEREOF, the Assignor has caused this Assignment of Trademarks to be executed this 27th day of December, 1998.

NATIONSBANK, N.A., as successor by merger with
NATIONSBANK OF TEXAS, N.A., as Administrative Agent

By: [Signature]
Title: SVP

STATE OF TEXAS)
) ss.:
COUNTY OF)

On this 27th day of December, 1998 personally appeared Yousuf Omar to me known and known to me to be the Senior Vice President of NATIONSBANK, N.A., the Assignor above named, and acknowledged that he executed the foregoing Assignment on behalf of said Assignor and pursuant to authority duly received.



Sharon D. Grantz
Notary Public

Item A. Trademarks

Registered Trademarks

<u>Country</u>	<u>Trademark</u>	<u>Registration No.</u>	<u>Registration Date</u>
U.S.	DACS	1,360,184	9/17/85
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U.S.	RXLINK (Stylized)	1,614,243	9/18/90
U.S.	DACS	1,599,829	6/5/90
U.S.	3XTRA	1,677,880	3/3/92
U.S.	MAXCALL	1,696,671	6/23/92
U.S.	MAXWATCH	1,696,672	6/23/92
U.S.	ESXTRA SUPPORT	1,714,540	9/8/92
U.S.	ADVANCED PREMISES SYSTEMS	1,787,061	8/10/93
U.S.	DEXTRA	1,827,284	3/22/94
U.S.	PROGUARD	1,930,292	10/24/95
U.S.	SORBUS	1,966,586	4/9/96
U.S.	Best®	1,411,849	9/30/86
U.S.	Best®	1,125,466	9/25/79
U.S.	QICBASIC®	1,393,083	5/13/86
U.S.	QANTEL®	1,092,170	5/30/78
U.S.	QICPLAN®	1,207,922	9/14/82

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U.S.	Needs Many DecisionOne	75/141,412	July 29, 1996

Trademark Applications in Preparation

<u>Country</u>	<u>Trademark</u>	<u>Docket No.</u>	<u>Expected Filing Date</u>	<u>Products/ Services</u>
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None.

Item B. Trademark Licenses

<u>Country or Territory</u>	<u>Trademark</u>	<u>Licensor</u>	<u>Licensee</u>	<u>Effective Date</u>	<u>Expiration Date</u>
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None.

COUNTRY/TRADENAME REPORT
 REPORT DATE 07/28/97
 PREPARED BY BAKER & MCKENZIE

COUNTRY	TRADEMARK	CLASS	STATUS	REG. NO.	REG. DATE	APPLN. NO.	APPLN. DATE	RENEWAL DUE	CASE NO
Albania	SORBUS	MCR	Instructed						950368
Australia	SORBUS	009	ABANDONED	469629	07/27/87				SOR009-1
Australia	SORBUS	009	Registered	A456203	01/17/90	456203	11/27/86	11/27/07	SOR009-2
Australia	SORBUS	016	Registered	A456204	01/17/90	456204	11/27/86	11/27/07	SOR016-1
Australia	SORBUS	037	Registered	A469630	07/27/87	469630	07/27/87	07/27/08	SOR037-2
Australia	SORBUS	037	Registered	A456202	01/17/90	456202	11/27/86	11/27/07	SOR037-1
Austria	SORBUS	MCR	Registered	120001	01/28/88	AM2920/87	07/29/87	06/30/98	SORMCR-1
Austria	SORBUS INTERNATION	MCR	Abandoned	115374	06/03/87	AM2796	01/09/86		SITMCR-1

TRADEMARK

REEL: 1833 FRAME: 0775

COUNTRY/TRADEMARK REPORT
 REPORT DATE 07/28/97
 PREPARED BY BAKER & MCKENZIE

COUNTRY	TRADEMARK	CLASS	STATUS	REG. NO.	REG. DATE	APPLN. NO.	APPLN. DATE	RENEWAL DUE	CASE NO
Benelux	SORBUS	MCR	Registered	434694	07/29/87	700766	07/29/87	07/29/07	871896
Benelux	SORBUS INTERNATION	016	Abandoned	422188	08/29/86	686420	08/29/86		SIT016-1
Benelux	SORBUS INTERNATION	016	Abandoned	426736	02/18/87	693438	02/18/87		SIT016-2
Bulgaria	SORBUS	37	Pending			36288	10/21/96		961582
Bulgaria	SORBUS	9,16	Pending			36298	10/21/96		950369
Canada	SORBUS	000	Registered	410240	04/02/93	574598	12/12/86	04/02/08	SOR000-1
Costa Rica	SORBUS	009	Registered	68102	09/08/87	68102		09/08/97	SOR009-1
Costa Rica	SORBUS	016	Registered	68101	09/08/87	68101		09/08/97	SOR016-1
Costa Rica	SORBUS	037	Registered	68103	04/05/87	68103		09/08/07	880104

COUNTRY/TRADEMARK REPORT
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COUNTRY	TRADEMARK	CLASS	STATUS	REG. NO.	REG. DATE	APPLN. NO.	APPLN. DATE	RENEWAL DUE	CASE NO
Croatia	SORBUS	MCR	Pending			Z950413A	02/27/95		950376
Czech Republ	SORBUS	9,16,3	Registered	192290	03/01/95		10/26/95	03/01/05	950370
Denmark	SORBUS	MCR	Registered	06 156-198	10/20/89	VA 05863198	09/11/86	10/20/99	SORMCR-1
Finland	SORBUS	MCR	Registered	101243	04/05/88	3574/86	09/09/86	04/05/98	SORMCR-1
France	SORBUS	MCR	Registered	1420553	07/29/87	869557	07/29/87	07/29/07	871900
France	SORBUS INTERNATION	MCR	Abandoned	1402792	08/29/86	812091	08/29/86		SITMCR-1
Germany West	SORBUS	MCR	Registered	1122604	05/30/88	S45370/9WZ	09/10/87	09/10/97	SORMCR-1
Germany West	SORBUS INTERNATION	MCR	Abandoned	1117125	01/29/88	M59143/9WZ	08/30/86		SITMCR-1

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COUNTRY	TRADEMARK	CLASS	STATUS	REG. NO.	REG. DATE	APPLN. NO.	APPLN. DATE	RENEWAL DUE	CASE NO
Greece	SORBUS	9, 16	Registered	83871	09/29/88	83871	10/17/86	10/17/06	880111
Hong Kong	SORBUS	37	Registered	4709/96	10/29/93	11486/93	10/29/93	10/29/00	931108
Hong Kong	SORBUS	901	Registered	229/1989	07/25/87	3711/87	07/25/87	07/25/08	871901
Hungary	SORBUS	MCR	Pending			M95 00714	03/10/95		SORMCR-1
India	SORBUS	9	Registered	476167	07/31/87	476167	07/31/87	07/31/94	871902
Indonesia	SORBUS	37	Pending	329137		16435	12/07/93	06/07/03	SOR037-1
Indonesia	SORBUS	9, 16	Registered	276964	07/14/92		01/27/90	07/14/01	SORMCR-1
Italy	SORBUS	MCR	Registered	532194	07/19/90	22029C/27	07/29/87	07/29/07	871903

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Italy	SORBUS INTERNATION MCR		Abandoned	469118	03/05/87	41130-C/86	09/03/86		SITMCR-1
Japan	SORBUS	010	Registered	2179071	10/31/89	62-86924	07/29/87	07/31/99	SOR010-1
Korea, South	SORBUS	036	Registered	166697	01/18/89	87-14858	07/30/87	01/18/99	SOR036-1
Korea, South	SORBUS	039	Registered	167651	02/01/89	87-14859	07/30/87	02/01/99	SOR039-1
Korea, South	SORBUS	105	Registered	9254	01/13/89	87-1299	07/30/87	01/13/99	SOR105-1
Liechtenstei	SORBUS	9,16,3	Registered	9332	03/02/95		03/02/95		950372
Macau	SORBUS		Registered	4.722-M	12/17/92			12/17/02	SOR016-1
Macau	SORBUS	37	Registered	4.723.M	12/17/92			12/17/02	SOR037-1

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COUNTRY	TRADEMARK	CLASS	STATUS	REG. NO.	REG. DATE	APPLN. NO.	APPLN. DATE	RENEWAL DUE	CASE NO
Macau	SORBUS	9	Registered	4.721-M	12/17/92			12/17/02	SOR009-1
Macedonia	SORBUS	9,16,3	Pending			Z-160/95	03/03/95		950378
Malaysia	SORBUS	9	Pending			87/03387	08/03/87		871908
Mexico	SORBUS	021	ABANDONED	328167	06/30/87	14688	09/25/86		SOR021-1
Mexico	SORBUS	026	ABANDONED	333689	10/08/87	14689	09/25/86		SOR026-1
Mexico	SORBUS	060	ABANDONED	328168	06/30/87	14690	09/25/86		SOR060-1
New Zealand	SORBUS	009	Registered	167807	09/18/86	167807	09/18/86	09/18/07	SOR009-1
New Zealand	SORBUS	016	Registered	167808	09/18/86	167808	09/18/86	09/18/07	SOR016-1
Norway	SORBUS	MCR	Registered	136008	04/06/89	86/3696	09/17/86	04/06/99	SORMCR-2

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COUNTRY	TRADEMARK	CLASS	STATUS	REG. NO.	REG. DATE	APPLN. NO.	APPLN. DATE	RENEWAL DUE	CASE NO
Norway	SORBUS	MCR	ABANDONED			87/3652	09/07/87		SORMCR-1
Poland	SORBUS	9,16,3	Pending			Z-171856	04/03/97		950373
Portugal	SORBUS	016	Registered	236823	01/13/92	236823		01/13/02	880121
Portugal	SORBUS	37	Registered	236824	01/13/92	236824		01/13/02	880122
Portugal	SORBUS	9	Registered	236822	01/13/92	236822		01/13/02	880120
Rep. of Irel	SORBUS	009	Registered	140371	10/02/87	3369/87	10/02/87	10/01/08	SOR009-3
Rep. of Irel	SORBUS	009	Registered	A121244	09/02/86	2804/86	09/02/86	09/02/07	SOR009-2
Rep. of Irel	SORBUS	009	Pending			3576/87	07/28/87		SOR009-1

COUNTRY/TRADEMARK REPORT

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COUNTRY	TRADEMARK	CLASS	STATUS	REG. NO.	REG. DATE	APPLN. NO.	APPLN. DATE	RENEWAL DUE	CASE NO
Rep. of Irel	SORBUS	16	Registered	121245	09/02/86	2805/86	09/02/86	09/02/07	SOR016-1
Romania	SORBUS	9,16,3	Pending				11/20/96		950374
Singapore	SORBUS	009	Registered	3576/87A	07/28/87		07/28/87	07/28/04	SOR009-1
Slovak Repub	SORBUS	MCR	Pending			POZ 0689-95	03/07/95		950375
Slovenia	SORBUS	37	Registered	9370991	11/10/93	Z-9370991	11/10/93	11/10/03	931107
South Africa	SORBUS	009	Pending			94/11275	10/19/94		SOR009-1
South Africa	SORBUS	037	Pending			94/11276	10/19/94		SOR037-1
Spain	SORBUS	037	Registered	1209518	04/17/90	1209518	09/10/87	04/17/10	SOR037-1

TRADEMARK

REEL: 1833 FRAME: 0782

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COUNTRY	TRADEMARK	CLASS	STATUS	REG. NO.	REG. DATE	APPLN. NO.	APPLN. DATE	RENEWAL DUE	CASE NO
Spain	SORBUS	9	Registered	1209517	01/22/90	1209517	09/10/87	01/22/10	SOR009-1
Spain	SORBUS INTERNATION	009	Abandoned	1159580	07/06/87		09/04/86		SIT009-1
Spain	SORBUS INTERNATION	016	Abandoned	1159581	09/04/87		09/04/86		SIT016-1
Spain	SORBUS INTERNATION	037	Abandoned	1159582	06/16/87	1159582	90/41/86		SIT037-1
Sweden	SORBUS INTERNATION	MCR	Abandoned	216451	04/20/90	86-06519	09/01/86		SITMCR-1
Switzerland	SORBUS	009	Registered	356606	12/16/87	4907	07/28/87	07/28/07	SOR009-1
Switzerland	SORBUS	37	Registered	417492	10/27/93	11402/1993.	10/27/93	10/27/03	931105
Switzerland	SORBUS INTERNATION	MCR	Abandoned	356470	09/01/86				SITMCR-1

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COUNTRY	TRADEMARK	CLASS	STATUS	REG. NO.	REG. DATE	APPLN. NO.	APPLN. DATE	RENEWAL DATE	CASE NO
Taiwan	SORBUS	006	Registered	29283	05/01/88	7640433	07/29/87	05/01/98	SOR006-1
Taiwan	SORBUS	070	Registered	403602	06/01/88	7640434	07/28/87	06/01/98	SOR070-1
Taiwan	SORBUS	072	Registered	406108	07/01/88	760441	07/28/87	07/01/98	SOR072-1
Thailand	SORBUS	008	Registered	117935	10/18/87	170493	10/28/87	10/28/97	SOR008-1
Thailand	SORBUS	039	Registered	117847	10/28/87	170494	10/28/87	10/28/97	SOR039-1
United Kingd	SORBUS	16	Registered	A1351917	06/29/88	1351917	06/29/88	06/29/05	880466
United Kingd	SORBUS	37	Registered	A1351918	06/29/88	1351918	06/29/88	06/29/05	880467
United Kingd	SORBUS	9	Registered	A1351916	06/29/88	1351916	06/29/88	06/29/05	880465
United Kingd	SORBUS INTERNATION	009	Abandoned	A1276579	09/01/86	1276579	09/01/86		SIT009-1

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COUNTRY	TRADEMARK	CLASS	STATUS	REG. NO.	REG. DATE	APPLN. NO.	APPLN. DATE	RENEWAL DUE	CASE NO
United Kingd	SORBUS INTERNATION	016	Abandoned	A1276574	09/01/86	1276574	09/01/86		SIT016-1
United Kingd	SORBUS INTERNATION	037	Abandoned	A1278764	10/01/86	1278764	10/01/86		SIT037-1
Venezuela	SORBUS	021	Registered	137659	05/29/89	14285/86		05/29/04	SOR021-1
Venezuela	SORBUS	024	Registered	137658	05/29/89	14284/86		05/29/04	SOR024-1
Venezuela	SORBUS	026	Instructed			14283/86			SOR026-1
Venezuela	SORBUS	036	Registered	137656	05/29/89	14281/86		05/29/04	SOR036-1
Venezuela	SORBUS	038	Instructed			14297/86			SOR038-1
Venezuela	SORBUS	050	Registered	25.301-D	05/29/89	14295/86		05/29/04	SOR050-1

TRADEMARK