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02-22-1999

2-16-99



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To the Honorable Commissioner of Patents and Trade

s or copy thereof.

1. Name of conveying party(ies):

Gichner Sytems, Group

- Individual
- Association
- General Partnership
- Limited Partnership
- Corporation - State: Delaware
- Other: _____

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

3. Nature of conveyance:

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

Execution Date: December 17, 1999

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

Name: First Dominion Capital, L.L.C.

Internal Address: _____

Street Address: 1330 Avenue of the Americas

City: New York State: NY Zip: 10019

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation - State: _____
- Other: Limited Liability Company

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 registration number(s)

A. Trademark Application No.(s)

75/324,806

75/221,030

B. Trademark Registration No.(s)

797,482

1,736,144

1,730,743

732,999

1,694,126

1,816,663

Additional numbers attached? yes no

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

Name: Catherine R. Howell, Paralegal

Internal Address: Ropes & Gray

Street Address: 1301 K St., N. W. Suite 800 East

City: Washington, D.C. State: _____ Zip: 20005

6. Total number of applications and registration involved:

..... [8]

7. Total Fee (37 CFR 3.41) \$ 215

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

#18-1945

DO NOT USE THIS SPACE

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.

Catherine R. Howell

Name of Person Signing

Catherine R. Howell

Signature

2/16/99

Date

Total number of pages including cover sheet, attachments and documents: _____

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FEB 16 PM 5:07
HONORABLE COMMISSIONER OF PATENTS AND TRADEMARKS
WASHINGTON, D.C.

02/16/1999 JWR/KINS 00006878 181945 1730743
01 FC:461
02 FC:462

MEMORANDUM OF TRADEMARK AND SERVICE MARK SECURITY INTEREST

This Memorandum is dated as of December 17, 1998 between Gichner Systems Group, Inc. a Delaware corporation (the "Mark Owner"), having a place of business at 490 East Locust Street, Dallastown, Pennsylvania, and First Dominion Capital, L.L.C., as agent (the "Secured Party") for itself and certain other lenders under the Amended and Restated Credit Agreement dated as of December 17, 1998, as from time to time in effect, among the Mark Owner, certain of its affiliates, certain lenders party thereto and the Secured Party, having a place of business at 1330 Avenue of the Americas, New York, New York 10019.

1. Pursuant to the Intellectual Property Security Agreement dated as of December 17, 1998, as from time to time in effect (the "Security Agreement"), among the Mark Owner, certain of its affiliates and the Secured Party, the Mark Owner has granted to the Secured Party a security interest in certain trade marks, service marks and applications therefor listed in Exhibit A attached hereto and made a part hereof, in the name of the Mark Owner, together with the registrations thereof and good will symbolized thereby (collectively, the "Collateral").

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2. The Mark Owner is the exclusive owner of all rights in the Collateral, including all rights to prosecute for unconsented use and infringement thereof. The Mark Owner has the capacity to grant to the Secured Party the security interests granted under the Security Agreement.

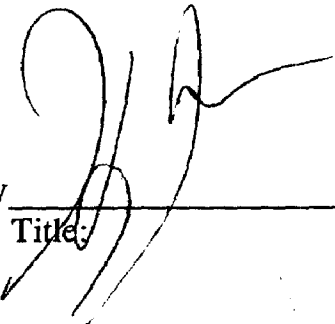
The Mark Owner and the Secured Party have executed this Memorandum effective as of the date first above written.

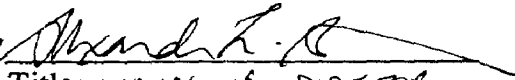
Mark Owner:

Secured Party:

GICHNER SYSTEMS GROUP, INC.

FIRST DOMINION CAPITAL, L.L.C.,
as Agent under the Credit Agreement referred
to above

By 
Title: _____

By 
Title: MANAGING DIRECTOR


By 
Title: SENIOR MANAGING DIRECTOR

Exhibit A

1. U.S. Patent Registrations:

File Number	Title	Status	Comments
15020-0102CA	Gasket and Cabinet for Providing EMI/RFI Shielding	Issued	Patent No. 2,029,433 Annuities due on 11/7 annually Patent expires 11/7/2010
15020-0060	Modular Packaging System	Issued	SN 06/774,036 Patent No. 4,699,270 Third maintenance fee due 4/13/99
15020-0100	Enclosure for Housing Electronic Components	Closed. Reissued	Broad claim unpatentable over European art. SN 07/4,434,323 Pat. No. 5,020,866
15020-0101	Gasket and Cabinet for Providing EMI/RFI Shielding	Issued	SN 07/612,586 Patent No. 5,194,691 Issued 3/16/93 Next maintenance fee due 9/16/2000 Divisional of 0100
15020-0105	Enclosure for Housing Electronic Components	Issued	SN 07/822,052 Patent No. RE 34,393 Issued 9/28/93 (Reissue of 0100 - Pat. No. 5,020,866) Next maintenance fee due 12/4/1998
15020-0120	Modified Gasket for Providing EMI/RFI Shielding	Issued	SN 07/662,296 Patent No. 5,147,121 Issued 9/15/92 Next maintenance fee due 3/15/2000 CIP of 0100 and 0101
15020-0130	Gasket Section Design	Issued	Patent No. D335,284 Issued 5/4/93 Expires 5/4/2007
15020-0140	Instrument Case	Issued	Patent No. D390,198 Issued 2/3/98
15020-0150	Cabinet for Electronic Components	Issued	Patent No. D390,835 Issued 2/17/98

2. Pending Applications for U.S. Patents: None

3. Pending Applications for U.S. Patents in which Pledgor has a partial legal interest: None

U.S. Trademark Registrations:

<u>Trademark</u>	<u>U.S. Reg. No. or App. No.</u>	<u>Renewal Date</u>
Optima	R.N. 797,482	10/12/2005
Optima Medallion Series	S.N. 75/324,806	N/A
Optima Millenium Series	S.N. 75/221,030	N/A
Optima Design Only	Reg. No. 1,730,743	11/10/2002
We Make You Look Better	Reg. No. 1,694,126	6/16/2002
Optima Form 14	Reg. No. 1,816,663	1/18/2004
Optima Form 4	Reg. No. 1,736,144	
Mobilizer	Reg. No. 732,999	