

02-22-1999

2-16-99



SHEET
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100970894

To the Honorable Commissioner of Paten

documents or copy thereof.

1. Name of conveying party(ies):

Teletronics Management Services, Inc.

- Individual
- Association
- General Partnership
- Limited Partnership

Corporation - State: Washington

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: January 29, 1999

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

Name: BankBoston, NA

Internal Address: _____

Street Address: 100 Federal Street

City: Boston State: MA Zip: 02110

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

Other: National Association

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)

75/359,868

75/359,748

B. Trademark Registration No.(s)

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:

..... [2]

7. Total Fee (37 CFR 3.41) \$ 65

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

February 16, 1999

Date

Total number of pages including cover sheet, attachments and document: [3]

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02/18/1999 JMW/TMS 00000043 102545

01 FC:481 40.00 CH
02 FC:482 25.00 CH

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99 FEB 16 PM 5:05
DEPOSIT BRANCH

TRADEMARK
REEL: 1857 FRAME: 0253

MEMORANDUM OF TRADEMARK AND SERVICE MARK SECURITY INTEREST

This Memorandum is dated as of January 29th, 1999 between Teletronics Management Services, Inc., a Washington corporation (the "Mark Owner"), having a place of business at 2001 Sixth Avenue, Seattle, WA 98121, and BankBoston, N.A., as agent (the "Secured Party") for itself and certain other lenders under the Credit Agreement dated as of June 9, 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 100 Federal Street, Boston, Massachusetts 02110.

1. Pursuant to the Guarantee and Security Agreement dated as of June 9, 1998, 1998, as from time to time in effect (the "Guarantee and 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").
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 Guarantee and Security Agreement.

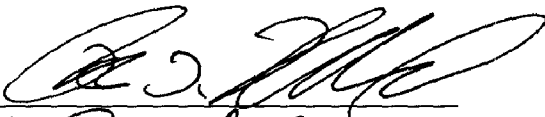
The Mark Owner and the Secured Party have executed this Memorandum effective as of the date first above written.

Mark Owner:

Secured Party:

TELETRONICS MANAGEMENT
SERVICE, INC.

BANKBOSTON, N.A.,
as Agent under the Credit Agreement referred
to above

By 
Title: President

By 
Title: Director

EXHIBIT A

Mark

Application No.

Registration No.

Teletronics Management
TMSI

75359748
75359868

3361996.01

RECORDED: 02/16/1999

**TRADEMARK
REEL: 1857 FRAME: 0255**