

7/21/99

08-18-1999



Docket No.:

23656.51

Tab settings

101103124

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Sumitomo Bank of New York Trust Company

- Individual(s)
- General Partnership
- Corporation-State
- Other New York Limited Purpose Trust Company

- Association
- Limited Partnership

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

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

Name: The Sumitomo Bank, Limited, New York Branch

Internal Address: as Collateral Agent for Lender

Street Address: 277 Park Avenue, 6th Floor

City: New York State: NY ZIP: 10172

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other Corporation of Japan

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

3. Nature of conveyance:

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

Execution Date: January 8, 1999

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

A. Trademark Application No.(s)

74/642,394
Filed 3/6/95

B. Trademark Registration No.(s)

721,262
Registered
9/12/61

Additional numbers 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
Suite 300

Street Address: One Maritime Plaza

City: San Francisco State: CA ZIP: 94121

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

26

7. Total fee (37 CFR 3.41):.....\$ \$665.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

07-1850

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.

Mary Dougherty

Name of Person Signing

Signature

July 21, 1999

Date

Total number of pages including cover sheet, attachments, and

9

CONTINUATION OF NO. 4

Assignment of Security Interest in Trademarks Owned by
 Packard Bell NEC, Inc. from Sumitomo Bank of New York Trust Company
 to The Sumitomo Bank, Limited, New York Branch as Collateral Agent for Lender

1. U.S. Trademarks

MARK	SERIAL NO.	DATE FILED	REG. NO.	REG. DATE
3D AMPHITHEATER STEREO SOUND	74-642394	3/6/95		
PACKARD BELL	72-111212	1/3/61	721,262	9/12/61
ZGRAM	73-360544	4/19/82	1,258,355	11/22/83
LEGEND	73-468696	3/5/84	1,330,670	4/16/85
ZMENU	73-644973	2/17/87	1,459,035	9/29/87
EAZY PC	73-678967	8/17/87	1,483,214	4/5/88
PACKARD BELL AMERICA GREW UP LISTENING TO US. IT STILL DOES.	74-107284	10/19/90	1,738,054	12/8/92
ZCARE BACKED BY TOTAL SERVICE PROGRAM AND DESIGN	74-242278	2/3/92	1,784,984	7/27/93
ALLUR (BLOCK FORM)	74-170055	5/28/91	1,834,383	5/3/94
ZDS	74-469889	12/15/93	1,866,842	12/13/94
Z-NOTE	74-469890	12/15/93	1,866,843	12/13/94
Z-LITE	74-469892	12/15/93	1,866,844	12/13/94
Z-STATION	74-469886	12/15/93	1,868,113	12/20/94
Z-SERVER	74-469888	12/15/93	1,869,356	12/27/94
Z-NOTEFLEX	74-471739	12/16/93	1,898,055	6/6/95
Z-DIRECT	74-302251	8/7/92	1,899,798	6/13/95
Z-STOR	74-481395	1/24/94	1,937,800	11/28/95

CONTINUATION OF NO. 4

Assignment of Security Interest in Trademarks Owned by
 Packard Bell NEC, Inc. from Sumitomo Bank of New York Trust Company
 to The Sumitomo Bank, Limited, New York Branch as Collateral Agent for Lender

MARK	SERIAL NO.	DATE FILED	REG. NO.	REG. DATE
Z-SELECT	74-601026	11/21/94	1,938,444	11/28/95
PACKARD BELL AND DESIGN	74-541490	6/23/94	1,946,390	1/9/96
MISCELLANEOUS DESIGN	74-544809	7/1/94	1,957,151	2/20/96
PREMIERPLUS	74-733976	9/25/95	2,046,638	3/18/97
CRUISEPAD	74-572322	9/12/94	2,070,240	6/10/97
CRUISELAN	75-141096	7/25/96	2,138,305	2/24/98
FAST MEDIA	74-701067	7/14/95	2,144,972	3/17/98
COMM CENTRAL	75-095940	4/29/96	2,168,121	6/23/98
MULTICRUISE	75-141075	7/25/96	2,188,755	9/15/98

**Assignment of Security Interest in Trademarks
(Single assignor; single assignee)**

Docket No.

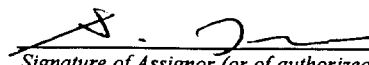
Registration Nos.	Issue Date	Application Nos.	Filing Date
Please see attachments to Cover Sheet.	Please see attachments to Cover Sheet.	Please see attachments to Cover Sheet.	Please see attachments to Cover Sheet.
Descriptions Please see attachments to Cover Sheet.			
Owner of Record (hereinafter "Assignor")		Residence or Principal Place of Business of Assignor	
Sumitomo Bank of New York Trust Company		Two World Financial Trade Tower B, 35 th Floor New York, NY 10281	
Assignee		Residence or Principal Place of Business of Assignee	
The Sumitomo Bank, Limited, New York Branch, as collateral agent for Lender		277 Park Avenue, 6 th Floor New York, NY 10172	

Whereas, the above-identified Assignor has been granted security interests in the above-identified Trademarks pursuant to that certain Trademark Collateral Assignment and Security Agreement by Packard Bell NEC, Inc. dated as of March 25, 1997 in favor of Assignor, and;

Whereas, the above-identified Assignee is desirous of acquiring the Assignor's entire right, title and interest in such Trademark Collateral Assignment and Security Agreement and the security interests granted therein;

Now, therefore, for good and valuable consideration, the receipt whereof is hereby acknowledged, Assignor, by these presents does sell, assign and transfer unto said Assignee its entire right, title and interest in and to said Trademark Collateral Assignment and Security Agreement and the security interests granted therein; the same to be held and enjoyed by said Assignee for its own use and behoof, and for its successors and assigns, as fully and entirely as the same would have been held by Assignor had this assignment not been made.

Executed this 8th day of January, in the year 1999, at New York, NY.



 Signature of Assignor (or of authorized signatory if Assignor is a corporation, partnership or association)

EXHIBIT A
PACKARD BELL NEC, INC.

1. U.S. Trademarks

MARK	SERIAL NO.	DATE FILED	REG. NO.	REG. DATE	OWNER	STATUS	ASSIGNMENT
PACKARD BELL	72-111212	1/3/61	721,262	9/12/61	PACKARD BELL ELECTRONICS, INC.	RENEWED	CHANGE OF NAME TO PACKARD BELL NEC, INC.
LEGEND	73-468696	3/5/84	1,330,670	4/16/85	CAL CIRCUIT ABCO, INC./PACKARD BELL ELECTRONICS, INC.	REGISTERED	CHANGE OF NAME TO PACKARD BELL NEC, INC.
BIG RIDGE AND DESIGN	74-032042	2/22/90	1,673,631	1/28/92	RANK INVESTMENT COMPANY/PACKARD BELL ELECTRONICS, INC.	REGISTERED	CHANGE OF NAME TO PACKARD BELL NEC, INC.
PACKARD BELL AMERICA GREW UP LISTENING TO US. IT STILL DOES.	74-107284	10/19/90	1,738,054	12/8/92	PACKARD BELL ELECTRONICS, INC	REGISTERED	CHANGE OF NAME TO PACKARD BELL NEC, INC.
PACKARD BELL AMERICA GREW UP LISTENING TO US. IT STILL DOES. AND DESIGN	74-107285	10/19/90	1,701,477	7/21/92	PACKARD BELL ELECTRONICS, INC.	REGISTERED	CHANGE OF NAME TO PACKARD BELL NEC, INC.
MACLEGEND	74-128555	1/7/91	1,663,318	11/5/91	CAL CIRCUIT ABCO, INC./PACKARD BELL ELECTRONICS, INC.	REGISTERED	CHANGE OF NAME TO PACKARD BELL NEC, INC.
ALLUR (BLOCK FORM)	74-170055	5/28/91	1,834,383	5/3/94	PACKARD BELL ELECTRONICS, INC.	REGISTERED	CHANGE OF NAME TO PACKARD BELL NEC, INC.
PACKARD BELL AND DESIGN	74-541490	6/23/94	1,946,390	1/9/96	PACKARD BELL ELECTRONICS, INC.	REGISTERED	CHANGE OF NAME TO PACKARD BELL NEC, INC.
MISCELLANEOUS DESIGN	74-544809	7/1/94	1,957,151	2/20/96	PACKARD BELL ELECTRONICS, INC.	REGISTERED	CHANGE OF NAME TO PACKARD BELL NEC, INC.
SPECTRA	74-557720	8/5/94			PACKARD BELL ELECTRONICS, INC.	ALLOWED - INTENT TO USE	CHANGE OF NAME TO PACKARD BELL NEC, INC.

**EXHIBIT A
PACKARD BELL NEC, INC.**

MARK	SERIAL NO.	DATE FILED	REG. NO.	REG. DATE	OWNER	STATUS	ASSIGNMENT
PACKARD BELL TWINS	74-630546	2/6/95			PACKARD BELL ELECTRONICS, INC.	ALLOWED - INTENT TO USE	CHANGE OF NAME TO PACKARD BELL NEC, INC.
TWIN CD	74-630547	2/6/95			PACKARD BELL ELECTRONICS, INC.		CHANGE OF NAME TO PACKARD BELL NEC, INC.
3D AMPHITHEATER SOUND	74-642392	3/6/95			PACKARD BELL ELECTRONICS, INC.		CHANGE OF NAME TO PACKARD BELL NEC, INC.
3D AMPHITHEATER STEREO SOUND	74-642394	3/6/95			PACKARD BELL ELECTRONICS, INC.	PENDING - SUSPENDED	PACKARD BELL NEC, INC.
FAST MEDIA	74-701067	7/14/95			PACKARD BELL ELECTRONICS, INC.	ALLOWED - INTENT TO USE	PACKARD BELL NEC, INC.
PREMIERPLUS	74-733976	9/25/95			PACKARD BELL ELECTRONICS, INC.	ALLOWED - INTENT TO USE	CHANGE OF NAME TO PACKARD BELL NEC, INC.
PLATINUM PRO	75-032042	12/13/95			PACKARD BELL ELECTRONICS, INC.	ALLOWED - INTENT TO USE	PACKARD BELL NEC, INC.
TOP DRAWER	75-077457	3/25/96			PACKARD BELL ELECTRONICS, INC.		PACKARD BELL NEC, INC.
COMM CENTRAL	75-095940	4/29/96			PACKARD BELL ELECTRONICS, INC.		PACKARD BELL NEC, INC.
FOCUS ON THE FUTURE	75-119754	6/17/96			PACKARD BELL ELECTRONICS, INC.		CHANGE OF NAME TO PACKARD BELL NEC, INC.
MEDIA SELECT	75-124608	6/24/96			PACKARD BELL ELECTRONICS, INC.		PACKARD BELL NEC, INC.
PB ENCORE	75-131450	7/9/96			PACKARD BELL ELECTRONICS, INC.		PACKARD BELL NEC, INC.
TOPSIGHT	75-147591	8/9/96			PACKARD BELL NEC, INC.		
WOULDN'T YOU RATHER BE AT HOME?	75-147789	8/9/96			PACKARD BELL NEC, INC.		

EXHIBIT A
PACKARD BELL NEC, INC.

MARK	SERIAL NO.	DATE FILED	REG. NO.	REG. DATE	OWNER	STATUS	ASSIGNED
TOPVISION (STYLIZED)	75-161548	9/6/96			PACKARD BELL NEC, INC.	PENDING	
SYNERA	75-162172	9/6/96			PACKARD BELL NEC, INC.	PENDING	
PACKARD BELL DUO	75-172765	9/27/96			PACKARD BELL NEC, INC.	PENDING	
PACKARD BELL D.U.O.	75-173380	9/27/96			PACKARD BELL NEC, INC.	PENDING	
CLIENTMANAGER	75-197169	11/8/96			PACKARD BELL NEC, INC.	PENDING	
MOBILEPRO	75-200875	11/20/96			PACKARD BELL NEC, INC.	PENDING	
SPECKTRIA	75-210016	12/9/96			PACKARD BELL NEC, INC.	PENDING	
ACTIVE PC		2/18/97			PACKARD BELL NEC, INC.	PENDING	
APSEN PRO					PACKARD BELL NEC, INC.	PENDING	
COLORCLEAR	75-236488	2/5/97			PACKARD BELL NEC, INC.	PENDING	
EQUINOX	75/236487	2/4/97			PACKARD BELL NEC, INC.	PENDING	
PACKARD BELL ENCORE	75-131,451	7/9/96			PACKARD BELL NEC, INC.	PENDING	
ZGRAM	73-360544	4/19/82	1,258,355	11/22/83	ZENITH ELECTRONICS CORPORATION	REGISTERED	ZENITH DATA SYSTEMS CORPORATION
ZMENU	73-644973	2/17/87	1,459,035	9/29/87	ZENITH DATA SYSTEMS CORPORATION	REGISTERED	ZENITH DATA SYSTEMS CORPORATION
EAZY PC	73-678967	8/17/87	1,483,214	4/5/88	ZENITH DATA SYSTEMS CORPORATION	REGISTERED	ZENITH DATA SYSTEMS CORPORATION

EXHIBIT A
PACKARD BELL NEC, INC.

MARK	SERIAL NO.	DATE FILED	REG. NO.	REG. DATE	OWNER	STATUS	ASSIGNEE
ZCARE BACKED BY TOTAL SERVICE PROGRAM AND DESIGN	74-242278	2/3/92	1,784,984	7/27/93	ZENITH DATA SYSTEMS CORPORATION	REGISTERED	ZENITH DATA SYSTEMS CORPORATION
Z-DIRECT	74-302251	8/7/92	1,899,798	6/13/95	ZENITH DATA SYSTEMS CORPORATION	REGISTERED	ZENITH DATA SYSTEMS CORPORATION
Z-STATION	74-469886	12/15/93	1,868,113	12/20/94	ZENITH DATA SYSTEMS CORPORATION	REGISTERED	ZENITH DATA SYSTEMS CORPORATION
Z-SERVER	74-469888	12/15/93	1,869,356	12/27/94	ZENITH DATA SYSTEMS CORPORATION	REGISTERED	ZENITH DATA SYSTEMS CORPORATION
ZDS	74-469889	12/15/93	1,866,842	12/13/94	ZENITH DATA SYSTEMS CORPORATION	REGISTERED	ZENITH DATA SYSTEMS CORPORATION
Z-NOTE	74-469890	12/15/93	1,866,843	12/13/94	ZENITH DATA SYSTEMS CORPORATION	REGISTERED	ZENITH DATA SYSTEMS CORPORATION
Z-LITE	74-469892	12/15/93	1,866,844	12/13/94	ZENITH DATA SYSTEMS CORPORATION	REGISTERED	ZENITH DATA SYSTEMS CORPORATION
Z-NOTEFLEX	74-471739	12/16/93	1,898,055	6/6/95	ZENITH DATA SYSTEMS CORPORATION	REGISTERED	
Z-STOR	74-481395	1/24/94	1,937,800	11/28/95	ZENITH DATA SYSTEMS CORPORATION	REGISTERED	
CRUZER	74-557483	8/4/94			ZENITH DATA SYSTEMS CORPORATION	PENDING - SUSPENDED	
CRUISEPAD	74-572322	9/12/94			ZENITH DATA SYSTEMS CORPORATION	ALLOWED - INTENT TO USE	

EXHIBIT A
PACKARD BELL NEC, INC.

MARK	SERIAL NO.	DATE FILED	REG. NO.	REG. DATE	OWNER	STATUS	ASSIGNEE
Z-SELECT	74-601026	11/21/94	1,938,444	11/28/95	ZENITH DATA SYSTEMS CORPORATION	REGISTERED	
Z-CONNECT	74-629719	2/3/95			ZENITH DATA SYSTEMS CORPORATION	ALLOWED - INTENT TO USE	
MAKE THE CONNECTION	74-658312	3/22/95			ZENITH DATA SYSTEMS CORPORATION		
Z-SOURCE	74-669529	5/3/95			ZENITH DATA SYSTEMS CORPORATION		
Z-LIVE	74-686292	6/9/95			ZENITH DATA SYSTEMS CORPORATION	ALLOWED - INTENT TO USE	
Z-SHARE	74-686631	6/9/95			ZENITH DATA SYSTEMS CORPORATION	ALLOWED - INTENT TO USE	
Z-CAMPUS Z-STATION AND DESIGN	75-067264	3/4/96			ZENITH DATA SYSTEMS CORPORATION		
MULTICRUISE	75-141075	7/25/96			ZENITH DATA SYSTEMS CORPORATION		
CRUISELAN	75-141096	7/25/96			ZENITH DATA SYSTEMS CORPORATION		
SIGALERT	72-030187	5/16/57	661,327	5/6/58	PACKARD BELL ELECTRONICS CORPORATION	RENEWED	SIGALERT AND AIRWATCH, INC.
PACKARD BELL ENCORE	75-131451	7/9/96			PACKARD BELL ELECTRONICS, INC.		