

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

U.S. Department of Commerce  
Patent and Trademark Office

Ex. Mail 7-13-99

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

Name of conveying party(ies):

ReadyCom, Inc.

07-16-1999



101092519

- Individual
- General Partnership
- Corporation-State Delaware
- Other

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

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

Mark E. Strome, as Agent  
100 Wilshire Boulevard, 15th Floor  
Santa Monica, California 90401

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State \_\_\_\_\_
- Other Agent \_\_\_\_\_

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

3. Nature of conveyance:

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

Execution Date: June 28, 1999

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

A. Trademark Application No(s):  
74/546,462; 74/546,463; 74/570,794; 74/571,138; 74/601,528;  
74/603,181; 74/546,465

B. Trademark Registration No(s):

Additional numbers attached?  Yes  No

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

James F. Verdonik  
Kilpatrick Stockton LLP  
4101 Lake Boone Trail, Suite 400  
Raleigh, North Carolina 27607

6. Total number of applications and registrations involved: 7

7. Total fee (37 CFR 3.41) \$ 190.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 16-1435

DO NOT USE THIS SPACE

ASSIGNMENT  
RECORDED  
1999 JUL 16 10 55

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.

James F. Verdonik  
Name of Person Signing

[Signature]  
Signature

7/13/99  
Date

07/16/1999 DNGUYEN 00000096 74546462

01 FC:481 40.00 DP  
02 FC:482 150.00 DP

Total number of pages comprising cover sheet: 2

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Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks  
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Washington, D.C. 20231

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TRADEMARK  
REEL: 001927 FRAME: 0793

TRADEMARK RECORDATION FORM COVER SHEET

Additional Names and Addresses of Receiving Parties:

Name: Thompson Trust

Address: 9321 Eton Avenue

City, State, Zip Code: Chatsworth, California 91311

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State \_\_\_\_\_
- Other Trust \_\_\_\_\_

Name: Richard Helferich c/o Helferich Designs of Florida, Inc.

Address: 8408 Sterling Bridge Road

City, State, Zip Code: Chapel Hill, North Carolina 27516

- Individual(s) citizenship United States of America \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State \_\_\_\_\_
- Other \_\_\_\_\_

## MEMORANDUM OF SUBORDINATION AGREEMENT

In consideration of ten dollars (\$10.00) and other valuable consideration, the receipt of which is hereby acknowledged, Mark E. Strome, as agent, 100 Wilshire Boulevard, 15th Floor, Santa Monica, CA 90401 ("Secured Party A"), on the one hand, and the Thompson Trust, 9321 Eton Avenue, Chatsworth, CA 91311 ("Thompson") and Richard Helferich, c/o Helferich Designs of Florida, Inc., 8408 Sterling Bridge Road, Chapel Hill, NC 27516 ("Helferich") (Thompson and Helferich, collectively, "Secured Party B"), on the other hand, have each extended or will extend financial accommodations to ReadyCom, Inc. ("Debtor"), and each has acquired or will acquire a security interest in collateral of Debtor, whether now owned or in existence or acquired by the Debtor in the future, as security for those financial accommodations. Both Secured Party A and Secured Party B have filed or will file Memorandums of Security Interest with the U.S. Patent and Trademark Office. Secured Party B is acquiring or will acquire a security interest in the collateral described in Exhibit A, attached hereto and made a part hereof (the "Collateral").

Secured Party B is unwilling to extend to Debtor financial accommodations that will be secured by a security interest in such Collateral unless Secured Party A subordinates to Secured Party B any right Secured Party A may presently have or acquire in the future in that Collateral.

Therefore, Secured Party A subordinates to Secured Party B, in accordance with that certain "1998 Joinder and Amendment" ("Subordination Agreement") among the parties, dated as of August 7, 1998, all rights it may now have or acquire in the future in the Collateral regardless of the manner in which such rights may arise, to the extent and in the manner provided for in such 1998 Joinder and Amendment. The provisions of the Subordination Agreement are hereby incorporated in this memorandum.

IN WITNESS WHEREOF, Secured Party A has executed this certificate this 28 day of June, 1999.

"Secured Party A":

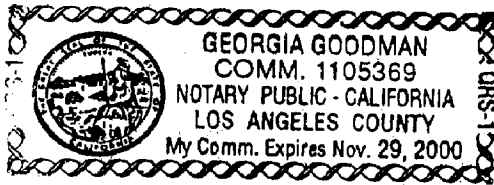
  
\_\_\_\_\_  
Mark E. Strome, Agent

STATE OF CALIFORNIA

COUNTY OF LOS ANGELES

On June 28, 1999, before me, Georgia Goodman, and for said County and State, personally appeared MARK E. STROME, personally known to me (~~or proved to me on the basis of satisfactory evidence~~) to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.



Georgia Goodman  
Notary Public

## EXHIBIT A

### PATENTS:

1. U.S. Patent No. RE34,976 issued 02/01/93
2. Canada Patent No. 2051388-8
3. Application Serial No. 90907905.5, Europe (designating Austria, Belgium, Denmark, France, Germany, Italy, Luxembourg, Netherlands, Spain, Sweden, Switzerland/Liechtenstein, and U.K.)
4. Application Serial No. 507071/1990, Japan

### TRADEMARKS:

The following trademark applications and, if granted, registered trademarks, together in each case with the goodwill of the business of Debtor connected with the use of, and symbolized by any of the following.

	<u>Trademark</u>	<u>Date of Filing</u>	<u>Serial No.</u>
1.	Miscellaneous Design	06/30/94	74/546,462
2.	Miscellaneous Design	06/30/94	74/546,463
3.	Hear When You Need It	09/07/94	74/570,794
4.	Hear When You Need It	09/08/94	74/571,138
5.	PVM	11/21/94	74/601,528
6.	PVM	11/21/94	74/603,181
7.	ReadyTalk (and Design)	06/30/94	74/546,465

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