

8.3.99 RE

08-05-1999



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To the Honorable Commissioner of I

101109404

attached original documents or copy thereof.

1. Name of conveying party(ies):

H-V TECHNICAL SERVICES, INC.

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

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

2. Name and address of receiving party(ies)

Name: ING (U.S.) CAPITAL LLC

Internal Address: _____

Street Address: 135 East 57th Street

City: New York State: NY ZIP: 10022

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

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
- Security Agreement
- Other MEMORANDUM OF SECURITY INTEREST IN TRADEMARKS
- Merger
- Change of Name

Execution Date: June 30, 1999

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

see attached

B. Trademark Registration No.(s)

see attached

Additional numbers attached? Yes No

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

Name: CADWALADER, WICKERSHAM & TAFT

Internal Address: RAYNARD D. HOOD

LEGAL ASSISTANT

SUITE 2400

Street Address: 227 WEST TRADE STREET

City: CHARLOTTE State: NC ZIP: 28202

08/04/1999 DNGUYEN 00000292 616153

6. Total number of applications and registrations involved: _____

8

7. Total fee (37 CFR 3.41).....\$ 215.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

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

01 FC:481
02 FC:482

40.00 OP
175.00 OP

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.

LORI POTTS

Name of Person Signing

Signature

7/30/99

Date

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

4

TRADEMARKS

<u>Serial No. or Registration No.</u>	<u>Issue or File Date (Renewal Date, if Applicable)</u>	<u>Mark</u>
616,153	11/15/55	Manipulet
689,449	12/8/59	Sof-Loc
714,123	4/18/61	Moldmaster
824,000	2/14/67	Matchmaster
882,460	12/16/69	Herman
1,082,278	1/17/78	Herr-Voss
1,491,954	6/14/88	Strand Extensioner
75,461,821	4/3/98	H-V

TRADEMARK LICENSES

<u>Serial No. or Registration No.</u>	<u>Owner</u>	<u>Issue or File Date (Renewal Date, If Applicable)</u>	<u>Mark</u>
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TRADEMARK APPLICATIONS

<u>Serial Number</u>	<u>Filing Date</u>	<u>Mark</u>
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MEMORANDUM OF SECURITY INTEREST IN TRADEMARKS

United States Department of Commerce
Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Ladies and Gentlemen:

Pursuant to a Security Agreement, dated as of June 30, 1999 (as amended, supplemented or otherwise modified from time to time, the "Security Agreement"), H-V TECHNICAL SERVICES, INC., a Delaware corporation (the "Assignor"), has granted to ING (U.S) CAPITAL LLC, as agent for certain lenders, as Assignee (the "Assignee") a continuing security interest in, and a continuing lien upon, the Trademarks (as such term is defined in the Security Agreement) including the trademarks listed on the annexed Exhibit A, and all applications, registrations, renewals and proceeds (including accounts receivable and royalties) thereof (the "Trademarks"), together with the goodwill of the business connected with the use of and symbolized by the Trademarks. The Assignee's security interest in the Trademarks can only be terminated in accordance with the terms of the Security Agreement.

Dated: June 30, 1999

Very truly yours,

H-V TECHNICAL SERVICES, INC.

By *Karl Mydych*

Name:

Title:

ACKNOWLEDGED BY:

ING (U.S.) CAPITAL LLC,
as Assignee

By *Robt Bell*

Name:

Title:

Man Wai Lau

MAN WAI LAU
Notary Public, State of New York
No. 24-4781742
Qualified in Kings County
Certificate Filed in New York County
Commission Expires Nov. 30, 1999