

09-01-1999

8 30 99



To the Honorable Commissioner of Patents and Tr

nts or copy thereof.

101134243

1. Name of conveying party(ies):

of receiving party(ies):

LISN, Inc.

Name: BankBoston, NA

- Individual Association
- General Partnership Limited Partnership

Internal Address: _____

Corporation - State: Ohio

Street Address: 100 Federal Street

Other: _____

City: Boston State: MA Zip: 02110

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

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

3. Nature of conveyance:

8-30-99

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

Other: National Association

Execution Date: May 28, 1999

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)

B. Trademark Registration No.(s)

2,137,280

Additional numbers attached? yes no

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

6. Total number of applications and registration involved:

Name: Catherine R. Howell, Paralegal

..... [1]

Internal Address: Ropes & Gray

7. Total Fee (37 CFR 3.41) \$ 40

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

Enclosed

Authorized to be charged to deposit account

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

8. Deposit account number:

18-1945

DO NOT USE THIS SPACE

40E

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

August 30, 1999
Date

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

MHODMA.WASH;7077385;1

09/01/1999 MTHAI1 00000354 181945 2137280

01 FC:481 40.00 CH

MEMORANDUM OF TRADEMARK AND SERVICE MARK SECURITY INTEREST

This Memorandum is dated as of May 28, 1999 between LISN, Inc. an Ohio corporation (the "Mark Owner"), having a place of business at 1240 Park Drive, P.O. Box 440, Amherst, Ohio 44001, and BankBoston, N.A., as agent (the "Secured Party") for itself and certain other lenders under the Credit Agreement dated as of May 28, 1999, 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 May 28, 1999, 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.

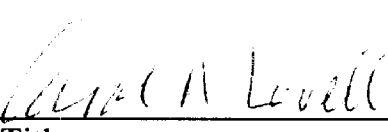
Mark Owner:

Secured Party:

LISN, Inc.

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

By 
Title: _____

By 
Title: MANAGING DIRECTOR

COLLATERAL

1. "LISN" Service Mark Registration USPTO Serial No. 75/248,553, Filing Date: February 27, 1997. Registration No. 2,137,280; Issue Date: February 17, 1998.

ROPES & GRAY
ONE FRANKLIN SQUARE
1301 K STREET, N.W.
SUITE 800 EAST

WASHINGTON, DC 20005-3333

(202) 626-3900

FAX: (202) 626-3961

ONE INTERNATIONAL PLACE
BOSTON, MA 02110-2624
(617) 951-7000
FAX: (617) 951-7050

30 KENNEDY PLAZA
PROVIDENCE, RI 02903-2328
(401) 455-4400
FAX: (401) 455-4401

WRITER'S DIRECT DIAL NUMBER: (202) 626-3946

August 30, 1999

By Hand

Commissioner of Patents and Trademarks
Assignment Branch
Crystal Gateway #4
1213 Jefferson Davis Highway, Room 300
Arlington, VA 22202

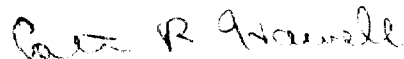
Re: Filing of Trademark Security Agreement

Dear Madam or Sir:

On behalf of BankBoston N.A., please find enclosed a recordation cover sheet for a security agreement between BankBoston and LISN, Inc. The fee may be deducted from the Ropes & Gray deposit account, as detailed on the form.

Please stamp the additional copy of this letter and return to the awaiting messenger to confirm receipt. If you have any questions, I can be reached at (202) 626-3946. Thank you.

Sincerely,



Catherine R. Howell
Trademark Paralegal

CRH: MHODMA WASH;7077388;1

Enclosures

cc: Sharon Weinzimer