10-14-1999

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Form PTO-1594
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M COVER SHEET
RKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

10-12-99

1. Name of conveying party(ies):

Alliance National Incorporated

- ☐ Individuals
- ☐ General Partnership -
- ☒ Corporation-State - Nevada
- ☐ Other
- ☐ Association
- ☐ Limited Partnership

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

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

Name: Paribas

Internal Address:

Street Address: 787 Seventh Avenue

City: New York State: New York ZIP: 10019

- ☐ Individual(s) citizenship
- ☐ Association
- ☐ General Partnership
- ☐ Limited Partnership
- ☐ Corporation-
- ☒ Other - Collateral 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
- ☒ Security Interest
- ☐ Other
- ☐ Merger
- ☐ Change of Name

Execution Date: November 6, 1998

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

A. Trademark Application No.(s)

Trademark Registration No.(s)\

1,982,423

Additional numbers attached? ☒ Yes ☐ No

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

Name: Brian Jaenicke, Legal Assistant

Internal Address: White & Case LLP

Street Address: 1155 Avenue of the Americas

City: New York State: NY ZIP: 10036

6. Total number of applications and registration involved: 10

7. Total fee (37 CFR 3.41): $ 265.00

- ☒ Enclosed
- ☒ Authorized to be charged to deposit account, in case of deficiency

8. Deposit account number:

(23-1705 in case of deficiency)

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

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.

Brian T. Jaenicke
Name of Person Signing

Signature

10/8/99
Date

Total number of pages comprising cover sheet: 1

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

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

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

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

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02 FC:482 225.00 OP

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ASSIGNMENT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS AND PATENTS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, ALLIANCE NATIONAL INCORPORATED, a Nevada corporation (the "Assignor") with principal offices at 90 Park Avenue, 31st Floor, New York, New York 10016, hereby assigns and grants to Paribas, as Collateral Agent, with principal offices at 787 Seventh Avenue, New York, New York 10019 (the "Assignee"), a security interest in (i) all of the Assignor's right, title and interest in and to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all of the Assignor's right, title and interest in and to the United States patents (the "Patents") set forth on Schedule B attached, in each case together with (iii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks and Patents, (iv) the goodwill of the businesses symbolized by the Marks and (v) all causes of action arising prior to or after the date hereof for infringement of any of the Marks and Patents or unfair competition regarding the same.

THIS ASSIGNMENT is made to secure the full and prompt performance and payment of all the Obligations of the Assignor, as such term is defined in the Amended and Restated Security Agreement between the Assignor and the Assignee, dated as of January 16, 1997 and amended and restated as of November 6, 1998 (as amended from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Assignee shall, upon such satisfaction, execute, acknowledge, and deliver to the Assignor an instrument in writing releasing the security interest in the Marks and Patents acquired under this Assignment.

This Assignment has been granted in conjunction with the security interest granted to the Assignee under the Security Agreement. The rights and remedies of the Assignee with respect to the security interest granted herein are without prejudice to, and are in addition to those set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Assignment are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

IN WITNESS WHEREOF, the undersigned have executed this Assignment as of the 6th day of November, 1998.

ALLIANCE NATIONAL INCORPORATED,
Assignor

By_____
Name:
Title:

PARIBAS, as Collateral Agent,
Assignee

By_____
Name:
Title:

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STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 6th day of November, 1998, before me personally came Alan Langu, who, being by me duly sworn, did state as follows: that he is Secretary Treasurer of ALLIANCE NATIONAL INCORPORATED, that he is authorized to execute the foregoing Assignment on behalf of said corporation and that he did so by authority of the Board of Directors of said corporation.

Barbara DiMartino
Notary Public

BARBARA DiMARTINO
Notary Public, State of New York
No. 01DI5018566
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires Oct. 4, 1999

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