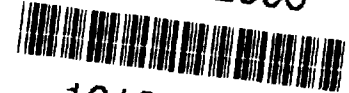




12-28-1999

U.S. Patent & TMO/TM Mail Rpt Dt. #31

02-08-2000



101261098

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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- ☒ New
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Document ID #
- ☐ Correction of PTO Error
Reel # Frame #
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Conveyance Type

- ☐ Assignment ☐ License
- ☒ Security Agreement ☐ Nunc Pro Tunc Assignment
- ☐ Merger
- ☐ Change of Name
- ☐ Other

Effective Date
Month Day Year
12 9 99

Conveying Party

☐ Mark if additional names of conveying parties attached

Execution Date
Month Day Year
12 9 99

Name

Formerly

- ☐ Individual ☐ General Partnership ☐ Limited Partnership ☒ Corporation ☐ Association
- ☐ Other
- ☒ Citizenship/State of Incorporation/Organization

Receiving Party

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Name

DB/AA/ATA

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Zip Code

- ☐ Individual ☐ General Partnership ☐ Limited Partnership ☐ If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK

REEL: 002017 FRAME: 0638

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name Satterlee Stephens Burke & Burke LLP by Edwin Markham, Mark Lerner, Alexis Shapiro

Address (line 1) 230 Park Avenue

Address (line 2) New York, NY 10169

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number (212) 818-9200

Name Mark Lerner

Address (line 1) Satterlee Stephens Burke & Burke LLP

Address (line 2) 230 Park Avenue

Address (line 3) New York, NY 10169

Address (line 4)

Pages 4 Enter the total number of pages of the attached conveyance document including any attachments.

Trademark Application Number(s) or Registration Number(s)

☐ Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

75/190,031	75/190,082	

2,257,528	1,514,445	1,992,947

Number of Properties 1 Enter the total number of properties involved.

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 140.00

Method of Payment:

Enclosed ☒Deposit Account ☐

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

19-0145

Authorization to charge additional fees:

Yes ☒No ☐

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. Charges to deposit account are authorized, as indicated herein.

Mark Lerner

Name of Person Signing

Signature

Date Signed 12/28/99

DESIGNATION OF DOMESTIC REPRESENTATIVE

Marks: MICRODAC (Reg. No. 2,257,528), B&F (Reg. No. 1,514,445, MEGADAC (Reg. No. 1,992,947), GIGADAC (Ser. No. 75/190,031), TERADAC (Ser. No. 75/190,082)

Holder of
Security Interest: The Governor and Company of the Bank of Scotland

Satterlee Stephens Burke & Burke LLP, by Edwin T. Markham, Mark Lerner, and Alexis Shapiro, whose postal addresses are c/o Satterlee Stephens Burke & Burke LLP, 230 Park Avenue, New York, New York 10169, are hereby designated applicant's representatives upon whom notice or process in proceedings affecting these marks may be served.

Dated:



Name: JOHN BRIMELOW
Title: ASSOCIATE DIRECTOR

SECURITY INTEREST IN INTELLECTUAL PROPERTY

THIS SECURITY INTEREST IN INTELLECTUAL PROPERTY

(*"Security Interest in Intellectual Property"*) dated as of December 9, 1999, is made by Optim Electronics Corporation, a Maryland corporation (the *"Grantor"*), in favor of The Governor and Company of the Bank of Scotland (the *"Lender"*).

WHEREAS, the Grantor is an indirect wholly owned subsidiary of Trident Analytical Limited, a company organized under the laws of England and Wales, as Borrower (the *"Borrower"*); and

WHEREAS, pursuant to Amended and Restated Facility Letter dated December 9, 1999 (as the same may be supplemented or amended from time to time, the *"Facility Agreement"*) by and between Borrower and the Lender, loans and credit facilities are to be made available to the Borrower and its affiliates, including the Grantor;

WHEREAS, the Grantor has, as of the date hereof, executed a Guarantee by the Grantor of the obligations of the Borrower to the Lender (the *"Guarantee"*); and

WHEREAS, as a condition precedent to the making of the loans and the establishment of the credit facilities under the Facility Agreement, the Grantor is required to execute and deliver this Security Interest in Intellectual Property;

WHEREAS, the Grantor has duly authorized the execution, delivery and performance of this Security Interest in Intellectual Property;

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, the Grantor agrees as follows:

SECTION 1. Definitions. Unless otherwise defined herein or the context otherwise requires, terms used in this Security Interest in Intellectual Property, including its preamble and recitals, have the meanings provided or provided by reference in the Facility Agreement.

SECTION 2. Grant of Security Interest. As security for the full and timely payment, observance and performance of the obligations of the Grantor pursuant to the Guarantee, the Grantor hereby grants to the Lender a continuing security interest in all of the Grantor's right, title, and interest in and to the United States trademarks, trademark applications and trademark registrations owned by Grantor set forth on Schedule A hereto (the *"IP Collateral"*).

SECTION 3. Purpose. This Security Interest in Intellectual Property has been executed and delivered by the Grantor for the purpose of recording with the United States Patent and Trademark Office (“PTO”) the grant of a security interest in the IP Collateral.

SECTION 4. Acknowledgment. The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Lender with respect to the security interest in the IP Collateral granted hereby are more fully set forth in the Facility Agreement, the terms and provisions of which (including the remedies provided for therein) are incorporated by reference as if fully set forth herein.

SECTION 5. Filing this Security Interest in Intellectual Property. The Lender, when it files this Security Interest in Intellectual Property with the PTO, shall: (i) complete accurately, and include as part of such filing, the appropriate PTO’s “Recordation Form Cover Sheet” and shall indicate on such cover sheet that the nature of the conveyance is a security agreement; and (ii) provide the Grantor with copies of such filings.

IN TESTIMONY WHEREOF, the Grantor has caused this Security Interest In Intellectual Property to be signed and executed by the undersigned thereunto duly authorized as of the date first above written.

[remainder of page intentionally left blank]

**OPTIM ELECTRONICS
CORPORATION**

By: *A. Culshaw*
Name: ALASDAIR CULSHAW
Title: OFFICER

**SCHEDULE A
TO SECURITY AGREEMENT
INTELLECTUAL PROPERTY**

I. REGISTERED TRADEMARKS

MARK	REGISTRATION NO.	COUNTRY
MICRODAC	2,257,528	USA
B&F	1,514,445	USA
MEGADAC	1,992,947	USA

II. TRADEMARK APPLICATIONS

MARK	SERIAL NO.	COUNTRY
GIGADAC	75/190,031	USA
TERADAC	75/190,082	USA

III. TRADEMARKS

MARK		COUNTRY
GIGADAQ		USA
TERADAQ		USA



12-28-1999

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SATTERLEE STEPHENS BURKE & BURKE LLP
230 PARK AVENUE
NEW YORK, N.Y. 10169-0079
(212) 818-9200

47 MAPLE STREET
SUMMIT, N.J. 07901
(908) 277-2221

FAX (212) 818-9606, 9607
WWW SITE: <http://www.ssbb.com>

E-mail: mlerner@ssbb.com

December 28, 1999

BY EXPRESS MAIL
RETURN RECEIPT REQUESTED

Assistant Commissioner
for Trademarks
Box Assignments
2900 South Crystal Drive
Arlington, VA 22202-3513

RE: The Governor and Company of the Bank of Scotland

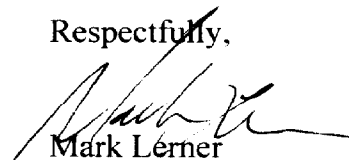
To The Assistant Commissioner for Trademarks:

On behalf of our client, The Governor and Company of the Bank of Scotland, we forward herewith, for filing, its Recordation Form Cover Sheet in connection with the security interest in the indicated trademarks.

We also enclose a check to your order in the amount of \$140.00 in payment of your fees for such recordation. The Commissioner of Patents and Trademarks is hereby authorized to charge account No. 19-0145 for any required fees which are not covered by the enclosed check, or to credit any overpayment to account No. 19-0145.

Thank you for your attention to this matter.

Respectfully,



Mark Lerner

Enclosures

339984_1

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

CERTIFICATE OF MAILING BY EXPRESS MAIL

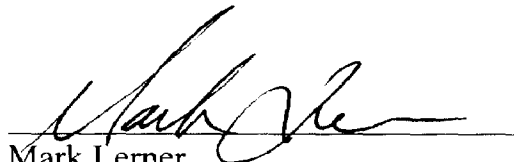
"Express Mail" mailing label number:

TB49593433XUS

Date of Deposit:

December 28, 1999

I hereby certify that the attached Recordation Form Cover Sheet is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 C.F.R. § 1.10 on the date indicated above and are addressed to the Assistant Commissioner for Trademarks, 2900 South Crystal Drive, Arlington, VA 22202-3513.



Mark Lerner