

02-09-2000

MRO
12-23-99



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger Change of Name
 - Other _____
- Effective Date
Month Day Year
10 - 22 - 99

Conveying Party

Mark if additional names of conveying parties attached

Name Lyon Credit Corporation

Execution Date
Month Day Year
10/22/99

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name Hudson United Bank

DBA/AKA/TA _____

Composed of _____

Address (line 1) Soundview Plaza

Address (line 2) 1266 East Main Street

Address (line 3) Stamford

Connecticut

06902

- Individual General Partnership Limited Partnership
- Corporation Association
- Other New Jersey Bank
- Citizenship/State of Incorporation/Organization _____

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.)

02/04/2000 DNGUYEN 00000049 74442108

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 25.00 OP

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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: 002018 FRAME: 0828

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

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)

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

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:

#

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.

Melissa Lopes

Melissa Lopes

12/22/99

Name of Person Signing

Signature

Date Signed

ASSIGNMENT AGREEMENT

THIS ASSIGNMENT AGREEMENT, dated as of October 22, 1999, is made by LYON CREDIT CORPORATION, a corporation organized under the laws of the State of Delaware ("Assignor"), in favor of HUDSON UNITED BANK, a bank organized under the laws of New Jersey ("Assignee").

WITNESSETH:

WHEREAS, Assignor and Conley Frog and Switch Co., Inc., a Tennessee corporation (the "Company"), are parties to a certain Security Interest in Trademarks, dated as of December 18, 1997 (as amended, supplemented or otherwise modified from time to time, the "Security Agreement"), which was recorded with the United States Patent and Trademark Office on December 29, 1997;

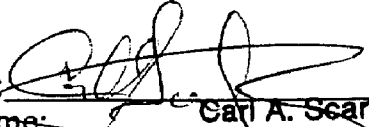
WHEREAS, pursuant to the terms of the Security Agreement, the Company granted to Assignor a lien on and security interest in all right, title and interest of the Company in, to and under the trademarks listed on Schedule I hereto (the "Trademarks") and all of the other Trademark Collateral (as defined in the Security Agreement); and

WHEREAS, Assignor desires to assign to Assignee all of Assignor's right, title and interest in, and under the Security Agreement, including, without limitation, the lien on and security interest in the Trademarks and the other Trademark Collateral;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby assign to Assignee all of Assignor's right, title and interest in, to and under the Security Agreement, including, without limitation, the lien on and security interest in the Trademarks and the other Trademark Collateral.

IN WITNESS WHEREOF, Assignor has caused this Assignment Agreement to be duly executed as of the date first written above.

LYON CREDIT CORPORATION

By: 
Name: ~~Carl A. Scarborough~~
Title: Executive Vice President

SCHEDULE I

Trademarks

Trademark Application No. 71-442,108

Trademark Registration No. 1,122,683