

02-10-2000

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OPR/FINANCE 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
11 23 99

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name Conferon, Inc.

11 23 99

Formerly _____

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

Receiving Party

Mark if additional names of receiving parties attached

Name The Provident Bank

DBA/AKA/TA _____

Composed of _____

Address (line 1) One East Fourth Street

Address (line 2) _____

Address (line 3) Cincinnati Ohio 45202
City State/Country 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.)
- Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Ohio

02/10/2000 000000.3 40.00 DP
01 FC:481 50.00 DP
02 FC:482

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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: 002019 FRAME: 0185

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)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="2230233"/>	<input type="text" value="2198220"/>	<input type="text" value="2198221"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

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.

Joshua D. Goldberg

Name of Person Signing

Signature

1/12/00

Date Signed

TRADEMARK SECURITY AGREEMENT

WHEREAS, CONFERON, INC., an Ohio corporation, with its chief executive office at 2500 Enterprise Parkway East, Twinsburg, Ohio 44087, ("Grantor"), owns or possesses the right to use the registered trademarks listed on Exhibit "A" attached hereto and made a part hereof; and

WHEREAS, Grantor and THE PROVIDENT BANK, as Agent, an Ohio banking corporation, having its principal office at One East Fourth Street, Cincinnati, Ohio 45202 ("Grantee"), have entered into that certain Credit Agreement by and between Grantor and Grantee as agent for various Lenders listed on Schedule 1 attached to the Credit Agreement dated of even date herewith (the "Credit Agreement"), by which Grantee has acquired security interests in said trademarks and the applications or registrations thereof.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Grantor does hereby grant to Grantee a continuing security interest in all of Grantor's right, title and interest in, to and under the following (all of the following items or types of property being herein collectively referred to as the "Trademark Collateral") whether presently existing or hereafter arising or acquired:

- i. Each trademark, including, without limitation, each trademark referred to in Exhibit A annexed hereto, and all of the goodwill of the business connected with the use of, and symbolized by, each trademark; and
- ii. All products and proceeds of the foregoing, including, without limitation, any claim by Grantor against third parties for past, present or future infringement or dilution of any trademark including, without limitation, any trademark referred to in Exhibit A annexed hereto, or for injury to the goodwill associated with any trademark.


This security interest is granted in conjunction with the security interests granted to Grantee pursuant to the Credit Agreement. Grantee does hereby further acknowledge and affirm that the rights and remedies of Grantee with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Credit Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

THIS TRADEMARK SECURITY AGREEMENT SHALL BE DEEMED TO HAVE BEEN MADE IN THE STATE OF OHIO AND SHALL BE INTERPRETED AND THE RIGHTS AND OBLIGATIONS OF THE PARTIES HERETO DETERMINED IN ACCORDANCE WITH APPLICABLE FEDERAL LAW AND THE INTERNAL LAWS OF THE STATE OF OHIO, APPLICABLE TO AGREEMENTS EXECUTED, DELIVERED AND PERFORMED THEREIN.

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IN WITNESS WHEREOF, Grantor and Grantee have executed this Trademark Security Agreement as of this 23rd day of November, 1999.

CONFERON, INC.

By: 
Name: Bruce W. Harris
Title: President

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 7th day of December, 1999, before me personally appeared Bruce Harris, the Pres of the corporation, who signed this instrument and acknowledged that he/she signed it as a free act on behalf of the corporation.

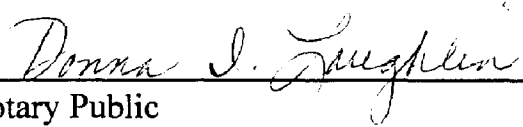

Notary Public
DONNA I. LAUGHLIN, Notary Public
STATE OF OHIO
Resident of Summit County
My Commission Expires August 30, 2000

EXHIBIT "A"

Trademarks

Trademark registration "Conferon w/Design (script C on left side)," Registration Number 2,230,233, registered March 9, 1999.

Trademark registration "Conferon," Registration Number 2,198,220, registered October 20, 1998.

Trademark registration "Conferon w/Design (script C above)," Registration Number 2,198,221, registered on October 20, 1998.