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04-03-2000

FORM PTO-1584
1-31-92



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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Tab settings

101303837

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

1. Name of conveying party(ies):

Industrial Electric Mfg., Inc.

- Individual(s)
- General Partnership
- Corporation-State - California
- Other
- Association
- Limited Partnership

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

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

Name: Citicorp USA, Inc.

Internal Address: 25th Floor, Zone 5

Citicorp Center
Street Address: 153 East 53rd Street

City: New York State: NY ZIP: 10043

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other

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 Agreement
- Other
- Merger
- Change of Name

Execution Date: February 4, 2000

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

A. Trademark Application No.(s)

See Schedule attached hereto.

B. Trademark registration No.(s)

See Schedule attached hereto.

Additional numbers attached? Yes No

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

Name: Annabelle V. Irey, Esq.

Internal Address: Phillips, Lytle, Hitchcock,
Blaine & Huber LLP

Street Address: 3400 HSBC Center

City: Buffalo State: NY ZIP: 14203

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41): \$ 115.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

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

03/31/2000 DCOATES 00000077 1412082

DO NOT USE THIS SPACE

01 FC: 81
02 FC: 82

40.00 DP
75.00 DP

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.

Annabelle V. Irey

Name of Person Signing

Annabelle V. Irey
Signature

February 2, 2000

Date

Total number of pages comprising cover sheet: 2

TRADEMARK

REEL: 002042 FRAME: 0256

Schedule

To Notice of Security Interest in Trademarks and Service Marks

| <u>TRADEMARK</u> | <u>REGISTRATION NUMBER</u> | <u>REGISTRATION DATE</u> |
|---|--------------------------------|------------------------------|
| IEM letters | No. 1,412,082 | 10/07/86 |
| IEM logo | No. 1,413,122 | 10/14/86 |
| IEM logo | No. 2,044,999 | 03/11/97 |
| Application pending for a "CRITICAL LOAD TVSS" logo | No.75,863,630 | Pending |

**NOTICE OF SECURITY INTEREST IN TRADEMARKS
AND SERVICE MARKS**

Notice is hereby given that **INDUSTRIAL ELECTRIC MFG., INC.**, also known as **INDUSTRIAL ELECTRIC MANUFACTURING** and **INDUSTRIAL ELECTRIC MANUFACTURING, INC. ("IEM")**, a California corporation, with its principal place of business located at 982 Washington Boulevard, Fremont, California 94539 ("Debtor") has granted a security interest to **CITICORP USA, INC.**, a Delaware corporation with a place of business at Citicorp Center, 153 East 53rd Street, 25th Floor, Zone 5, New York, New York 10043 ("Lender"). in and to all of the trademarks listed on the Schedule attached hereto and the applications, registrations and goodwill associated therewith, pursuant to a general security agreement between Debtor and Lender dated of even date herewith and as the same may be amended or supplemented from time to time.

Dated: February 4, 2000

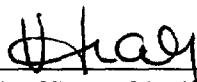
INDUSTRIAL ELECTRIC MFG., INC.

By: 
Name: **J. Lawrence Porter**
Title: **Vice President**

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

On the 4th day of February in the year 2000, before me, the undersigned, a notary public in and for said state, personally appeared J. Lawrence Porter, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

VICTORIA L. GRADY
Notary Public, State of New York
Qualified in Erie County
Commission Expires 11-30-00


(Signature and office of individual taking acknowledgment)

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BFLO Doc # 968881.3