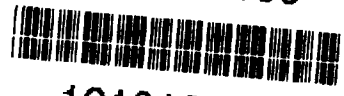


MHO
3.9.00

04-10-2000



DT
D

To the Honorable Commissioner of Patents and

ments or copy thereof.

101312935

1. Name of conveying party(ies):

VARO, LLC

- Individual Ass
- General Partnership Lim
- Corporation - State:

03-08-2000

U.S. Patent & TMOfr/TM Mail Ropt Dt #26

Other: Delaware Limited Liability Co.

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

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other: _____

Execution Date: December 23, 1999

Name: First Dominion Capital, L.L.C.

Internal Address: _____

Street Address: 1330 Avenue of the Americas, 38th Floor

City: New York State: NY Zip: 10019

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

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,288,716
1,253,366

Additional numbers attached? yes no

RECEIVED
MAR 8 P 4: 22
U.S. PATENT & TRADEMARK OFFICE

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

Name: Catherine R. Howell, Paralegal

Internal Address: Ropes & Gray

Street Address: 1301 K St., N. W. Suite 800 East

City: Washington, D.C. State: _____ Zip: 20005

6. Total number of applications and registration involved:

..... [2]

7. Total Fee (37 CFR 3.41) \$ 65

- Enclosed
- Authorized to be charged to deposit account (including any additional necessary fees)

8. Deposit account number:

18-1945

04/10/2000 0000082 181945 1288716

DO NOT USE THIS SPACE

01 FC: 401
02 FC: 402
40.00 CH
25.00 CH

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.

Catherine R. Howell
Name of Person signing

Catherine R. Howell
Signature

March 8, 2000
Date

Total number of pages including cover sheet, attachments and document: [3]

MHODMA.Wash;7087411;1

TRADEMARK
REEL: 002045 FRAME: 0852

MEMORANDUM OF TRADEMARK AND SERVICE MARK SECURITY INTEREST

This Memorandum is dated as of December 23, 1999 between VARO, LLC a Delaware limited liability company (the "Mark Owner"), having a place of business at 307 East Shore Road, Great Neck, New York, 11023, and First Dominion Capital, L.L.C., as collateral agent (the "Secured Party") for itself and certain other lenders under the Credit Agreement dated as of December 23, 1999, among the Mark Owner, certain of its affiliates, certain lenders party thereto and the Secured Party, having a place of business at 1330 Avenue of the Americas, 38th Floor, New York, New York 10019.

1. Pursuant to the Subsidiary Intellectual Property Security Agreement dated as of December 23, 1999, (the "Security Agreement"), by and between the Mark Owner and the Secured Party, the Mark Owner has granted to the Secured Party a security interest in certain trade marks, service marks and applications therefor listed in Exhibit A attached hereto and made a part hereof, in the name of the Mark Owner, together with the registrations thereof and good will symbolized thereby (collectively, the "Collateral").
2. The Mark Owner is the exclusive owner of all rights in the Collateral, including all rights to prosecute for unconsented use and infringement thereof. The Mark Owner has the capacity to grant to the Secured Party the security interests granted under the Security Agreement.

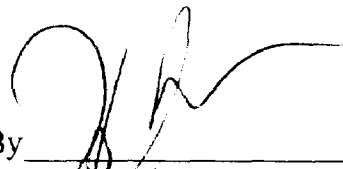
The Mark Owner and the Secured Party have executed this Memorandum effective as of the date first above written.


Mark Owner:

Secured Party:

VARO, LLC

FIRST DOMINION CAPITAL, L.L.C.,
as Agent under the Credit Agreement referred
to above

By 
 Name: Harry Armon
 Title: PRESIDENT

By 
 Name: Alexander L. Boken
 Title: Managing Director

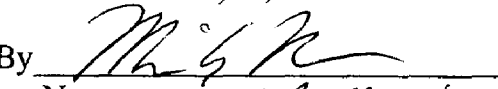
By 
 Name: Michael A. Monteleone
 Title: Managing Director

EXHIBIT A

<u>Registration No.</u>	<u>Mark</u>	<u>Registration Date</u>
1,258,366	VARO	11/22/83
1,288,716	V VARO & Design	08/07/84

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