

WZ:  
3-8-00

04-26-2000

SHEET

D



To the Honorable Commissioner of Patents

101333724

Documents or copy thereof.

1. Name of conveying party(ies):

Gichner Systems Group, Inc

- Individual  Ass
- General Partnership  Lin
- Corporation - State: Delaware
- Other: \_\_\_\_\_

03-08-2000  
U.S. Patent & TMOfo/TM Mail Rcpt Dt. #26

Name and address of receiving party(ies):

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

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

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):

75/324,806

75/221,030

B Trademark Registration No.(s)

797,482

1,816,663

1,730,743

1,736,144

1,694,126

732,999

Additional numbers attached?  yes  no

TRADEMARK OFFICE  
US PATENT &  
TRADEMARK OFFICE  
MAR - 8 P 4:22  
TRADEMARK FEE PROCESS  
RECEIVED

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

Name: Catherine E. Howell, Paralegal

Internal Address: Ropes & Gray

Street Address: 301 K St., N.W., Suite 800 East

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

6. Total number of applications and registrations involved:

[8]

7. Total Fee (37 CFR 3.41) ..... \$ 215

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

8. Deposit account number:

18-1945

04/25/2000 DCOATES 00000350 181945 75324806

DO NOT USE THIS SPACE

01 FC: 481  
02 FC: 482  
40.00 CH  
175.00 CR

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 E. Howell  
Name of Person Signing

[Signature]  
Signature

March 8, 2000  
Date

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

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MEMORANDUM OF TRADEMARK AND SERVICE MARK SECURITY INTEREST

This Memorandum is dated as of December 23, 1999 between Gichner Systems Group, Inc. a Delaware corporation (the "Mark Owner"), having a place of business at 490 East Locust Street, Dallastown, Pennsylvania 17313, 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.

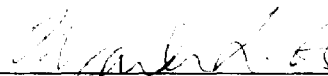
Mark Owner:

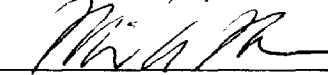
Secured Party:

GICHNER SYSTEMS GROUP, INC.

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

By   
 \_\_\_\_\_  
 Name: HARRY ARMOND  
 Title: PRESIDENT

By   
 \_\_\_\_\_  
 Name: Alexander L. Boken  
 Title: Managing Director

By   
 \_\_\_\_\_  
 Name: Michael A. Monteleone  
 Title: Managing Director

**EXHIBIT A**

U.S. Trademark Registrations:

<u>Trademark</u>	<u>U.S. Reg. No. or App. No.</u>	<u>Renewal Date</u>
Optima	R.N. 797,482	10/12/2005
Optima Medallion Series	S.N. 75/324,806	N/A
Optima Millennium Series	S.N. 75/221,030	N/A
Optima Design Only	Reg. No. 1,730,743	11/10/2002
We Make You Look Better	Reg. No. 1,694,126	6/16/2002
Optima Form 14	Reg. No. 1,816,663	1/18/2004
Optima Form 4	Reg. No. 1,736,144	
Mobilizer	Reg. No. 732,999	

MHODMA.ACTIVE;8146104;5