

07-10-2000

FORM PTO-1594 (Rev. 8-93) OMB No. 0651-0011 (exp. 4/94)

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FEET U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

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

1. Name of conveying party(ies): Marchon Officemate, Inc. 35 Hub Drive Melville, New York 11747

MED 6-2-00

3. Nature of conveyance: [X] Security Agreement [ ] Merger [ ] Change of Name

Execution Date: May 10, 2000

2. Name and address of receiving party(ies) Name: Fleet Bank, N.A., as Admin. Agent Street Address: 300 Broad Hollow Road City: Melville State: NY ZIP: 11747

If assignee is not domiciled in the United States, a domestic representative designation is attached: [ ] Yes [ ] No

4. Application number(s) or patent number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) See Attached Schedule

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Federal Research RETURN TO: Federal Research Corporation 400 Seventh St., N.W., Suite 101 Washington, DC 20004

6. Total number of applications and registrations involved: 2 7. Total fee (37 CFR 3.41): \$ 65.00 [X] Enclosed [ ] Authorized to be charged to deposit account

8. Deposit account number: 65E (Attach duplicate copy of this page if paying by deposit account)

07/04/2000 092877 00000045 1657599 01 FC 481 40.00 OP 02 FC 482 25.00 OP

DO NOT USE THIS SPACE

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. Lisa M. Vaccaro Signature Date: May 11, 2000

Total number of pages including cover sheet, attachments, and document: 5

Mail documents to be recorded with required cover sheet information to: Commissioner of Patents & Trademarks, Box Assignments

SCHEDULE A

<u>Registration Number</u>	<u>Trademark</u>	<u>Registration Date</u>
1657599	NATIONAL LENS CARE	9/17/91
2011326	OFFICEMATE	10/29/96

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**TRADEMARK SECURITY AGREEMENT  
FOR RECORDATION**

**WHEREAS, MARCHON OFFICEMATE, INC.**, a Delaware corporation (the "Company"), having its principal place of business at 16 Technology Drive, Suite 100, Irvine, California 92618-2323, is the owner of all right, title and interest in and to the United States Trademarks set forth on Schedule A attached hereto;

**WHEREAS**, pursuant to the terms and conditions of the Trademark Security Agreement dated May 10, 2000 (the "Trademark Agreement") made by the Company in favor of **FLEET BANK, NATIONAL ASSOCIATION**, a national banking association organized under the laws of the United States of America ("Secured Party"), the Company is required to grant a security interest in, and lien on, said Trademarks to secure its obligations under the Corporate Guaranty, dated the date hereof (the obligations of the Company under such guaranty is hereinafter referred to as the "Guaranty Obligations"); and

**WHEREAS**, the Company is willing to grant to Secured Party for the ratable benefit of the Lenders (as defined in the Trademark Agreement) the security interest in and lien on the Trademarks described above.

**NOW, THEREFORE**, for good and valuable consideration, the receipt of which is hereby acknowledged, and subject to the terms and conditions of the Trademark Agreement, the Company hereby grants to Secured Party for the ratable benefit of the Lenders a security interest in, and a lien upon, the Trademarks set forth in Schedule A attached hereto and recordings and applications therefor, which security interest shall secure all the Guaranty Obligations and in accordance with the terms and provisions thereof.

The Company expressly acknowledges and affirms that the rights and remedies of the Secured Party with respect to the security interest granted hereby are more fully set forth in the Trademark Agreement.

Nassau County, New York  
May 10, 2000

**MARCHON OFFICEMATE, INC.**

By: 

Name: Jeff White

Title: President

STATE OF NEW YORK )

) ss.:

COUNTY OF NASSAU )

On this 10<sup>th</sup> day of May, 2000 before me personally came [Signature], who being duly sworn, did depose and say that he is the [Signature] of MARCHON OFFICEMATE, INC., the corporation which executed the above instrument, and that he signed his name thereto pursuant to the authority granted by the Board of Directors of such corporation.

[Signature]  
Notary Public

**JOSEPH P. SHERER**  
Notary Public, State of New York  
No. 30-4609429  
Qualified in Nassau County  
Commission Expires Dec. 31, 2001

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