

07-18-2000



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U.S. Department of Commerce  
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TRADEMARK

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- New
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Conveyance Type

- Assignment  License
- Security  Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other

OPR/FRM/...  
Effective Date  
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Mark if additional names of conveying parties attached

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- Individual  General Partnership  Limited Partnership  Corporation  Association

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00000137 75041421

01 FC:481  
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**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" value="75/041,421"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,118,155"/>	<input type="text" value="1,480,592"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,162,719"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,985,319"/>	<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 (any deficiency)  
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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.

Steven D. Thomas  
Name of Person Signing

Steven D. Thomas  
Signature

6/7/00  
Date Signed

NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of May 31, 2000 (the "Security Agreement") by and between CEM LIMITED, LLC, a North Carolina limited liability company (the "Company"), MJC Acquisition Corporation (CEM Corporation, as successor by merger), a North Carolina corporation ("Holdings"), certain subsidiaries of the Company set forth on the signature pages thereto (individually, a "Guarantor" and collectively, the "Guarantors"; together with the Borrower and Holdings, individually an "Obligor" and collectively, the "Obligors") and Banc of America Commercial Finance Corporation, as agent (the "Agent") for the financial institutions identified therein (the "Lenders"), the Company has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Agent for the ratable benefit of the Lenders:

**U.S. Trademarks**

**Registered Trademarks**

Registered Trademarks		
CEM STAR SYSTEM 6 and Design	2,118,155	12/02/1997
MARS 5 and Design	2,162,719	06/02/1998
CUSTOMERCARE PLUS Stylized Letters	1,985,319	07/09/1996
CEM	1,480,592	03/15/1988

**Pending Application**

Pending Application		
CEM STAR SYSTEM 6	75-041,421	01/11/1996

The Company and the Agent hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

CEM LIMITED, LLC

By: Michael J. Collins  
Name: Michael T. Collins  
Title: President

Acknowledged and Accepted:

BANC OF AMERICA COMMERCIAL FINANCE CORPORATION

as Agent

By: [Signature]  
Name: Joseph R. Longest  
Title: SVO