

07-27-2000



6-27-00

To the Honorable Commissioner of Patents and Trademarks

101414798

ts or copy thereof.

1. Name of conveying party(ies):

Camp Systems International, LLC

- Individual
- Association
- General Partnership
- Limited Partnership
- Corporation - State:

Other: Colorado Limited Liability Company

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

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name

Other: \_\_\_\_\_

Execution Date: June 5, 2000

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

Name: Fleet National Bank

Internal Address: \_\_\_\_\_

Street Address: One Federal Street

City: Boston State: MA Zip: 02110

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

Other: National Association

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)

2,144,786

1,662,846

Additional numbers attached?  yes  no

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  
any additional fees may also be deducted**

8. Deposit account number:

18-1945

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.*

Catherine R. Howell  
Name of Person Signing

Catherine R. Howell  
Signature

June 27, 2000  
Date

Total number of pages including cover sheet, attachments and document: [ 4 ]

MHODM A. Wash; 7093135; 1

07/26/2000 M HAI1 00000304 181945 2144786  
 01 FC:481 40.00 CH  
 02 FC:482 25.00 CH

## MEMORANDUM OF TRADEMARK AND SERVICE MARK SECURITY INTEREST

This Memorandum is dated as of June 5, 2000 between Camp Systems International, LLC, a Colorado limited liability company (the "Mark Owner"), having a place of business at 999 Marconi Ave., Ronkonkoma, New York 11779, and Fleet National Bank, as agent (the "Secured Party") for itself and the other lenders under the Credit Agreement dated as of June 5, 2000, as from time to time in effect, among the Mark Owner, certain lenders party thereto and the Secured Party, having a place of business at One Federal Street, Boston, Massachusetts 02110.

1. Pursuant to the Security Agreement dated as of June 5, 2000, as from time to time in effect (the "Security Agreement"), among 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 goodwill 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 remainder of this page is intentionally blank.]**


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

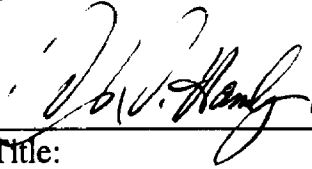
Mark Owner:

Secured Party:

CAMP SYSTEMS INTERNATIONAL, LLC

FLEET NATIONAL BANK, as Agent  
under the Credit Agreement referred to  
above

By:  \_\_\_\_\_  
Title: CEO

By:  \_\_\_\_\_  
Title:

Trademarks and Service Marks

1. Service Mark: CAMP. Registration No. 2,144,786. Registered March 17, 1998.
2. Service Mark: CSI. Registration No. 1,662,846. Registered October 29, 1991.