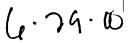
FORM PTO-1618A

Expir/ OMB

07-28-2000



U.S. Department of Commerce Patent and Trademark Office **TRADEMARK**



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JATION FORM COVER SHEET

Submission Type New	TRADEMARKS ONLY				
Resubmission (Non-Recordation) Document ID # Correction of PTO Error Reel # Frame # Change of Name Corrective Document Reel # Frame # Change of Name Conveying Party Mark if additional names of conveying parties attached Month Day Year Name Randall International General Partnership Limited Partnership Corporation Other X Citizenship/State of Incorporation/Organization DBA/AKA/TA Composed of Address (line 1) 701 "B" Street, Suite 600 Address (line 2) San Diego City Individual General Partnership Limited Partnership If document to be recording party is not commission assignment at the recording party is not commission assignment at the recording party is not commission submission and suspensional submission and submission assignment at the submission assignment at the submission and submission assignment at the submission and submission appointment of a domestic recording party is not commission a separate (Designation must be a separate (Designation must be a separate document from Assignment.) X Citizenship/State of Incorporation/Organization California	TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).				
Resubmission (Non-Recordation) Document ID #	Submission Type				
Document ID # Correction of PTO Error Reel # Frame # Change of Name Corrective Document Reel # Frame # X Other Memo of Security Agreement in TMs Conveying Party Mark if additional names of conveying parties attached Month Day Year	Lx New	Assignment License			
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Reel # Frame # X Other Memo of Security Agreement in TMs Conveying Party		Change of Name			
Mark if additional names of conveying parties attached Execution Date Month Day Year O6		X Other Memo of Security Agreement in TMs			
Formerly Individual General Partnership Limited Partnership Corporation Association Other Citizenship/State of Incorporation/Organization Receiving Party Mark if additional names of receiving parties attached Name Imperial Bank DBA/AKA/TA Composed of Address (line 1) 701 "B" Street, Suite 600 Address (line 2) Address (line 3) San Diego California 92101 Individual General Partnership Limited Partnership Isignment of a domestic receiving party is not domiciled in the United States, an appointment of a domestic receiving party is not domiciled in the United States, an appointment of a domestic (Designation must be a separate document from Assignment.) X Citizenship/State of Incorporation/Organization California	Conveying Party	Mark if additional names of conveying parties attached Execution Date			
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Other	X Corporation Association appointment of a domestic representative should be attached. (Designation must be a separate				
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Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to: Commissioner of Patents and Trademarks, Box Assignments , Washington, D.C. 20231

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Page 2

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Domestic R	epresentative Name a	nd Address Enter for the first Re	ceiving Party only.	
Name				
Address (line 1)				
Address (line 2)			29	
Address (line 3)				
Address (line 4)				
Correspond	lent Name and Address	Area Code and Telephone Number (6	519) 699-2532	
Name	Kevin A. Cahill			
Address (line 1)	Luce, Forward, Ha	milton & Scripps LLP		
Address (line 2)	600 West Broadway	, Suite 2600		
Address (line 3)	San Diego, Califo	rnia 92101		
Address (line 4)				
Pages	Enter the total number of processing including any attachments	pages of the attached conveyance doc	ument # 6	
Trademark A	Application Number(s)	or Registration Number(s)	Mark if additional numbers attached	
		the Registration Number (DO NOT ENTER BOTH		
	emark Application Numbe	-	ation Number(s)	
75/688,02			,257,846 2,261,347	
75/688,02	7 75/759,501 7	5/759,500		
75/704,63	3 75/704,635 7	5/506,378		
Number of F		al number of properties involved.	# 15	
Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$ 390.00				
Method of Payment: Enclosed X Deposit Account				
Denocit Account				
(Enter for payment by deposit account or if additional fees can be charged to the account.) Deposit Account Number: # 50-0886				
		Authorization to charge additional fees:	Yes X 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.				
	0-1411	K. in cold	\ June 29., 2000	
	of Person Signing	Signature	Date Signed	

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RECORDATION FORM COVER SHEET CONTINUATION TRADEMARKS ONLY

U.S. Department of Commerce Patent and Trademark Office TRADEMARK

Conveying Party Enter Additional Conveying Party Mark if additional names of conveying parties attached Execution Date Month Day Year
Name
Formerly
Individual General Partnership Limited Partnership Corporation Association
Other
Citizenship State of Incorporation/Organization
Receiving Party Enter Additional Receiving Party Mark if additional names of receiving parties attached
Name
DBA/AKA/TA
Composed of
Address (line 1)
Address (line 2)
Address (line 3) City State/Country Zip Code
If document to be recorded is an
assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)
assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)
Corporation Association Other Citizenship/State of Incorporation/Organization Citizenship/State of Incorporation/Organization Trademark Application Number(s) or Registration Number(s) Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).
Corporation Association Association Scheral Partnership Limited Partnership assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.) Citizenship/State of Incorporation/Organization Trademark Application Number(s) or Registration Number(s) Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).
Corporation Association Other Citizenship/State of Incorporation/Organization Citizenship/State of Incorporation/Organization Trademark Application Number(s) or Registration Number(s) Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).
Corporation

TRADEMARK REEL: 002110 FRAME: 0032

MEMORANDUM OF SECURITY AGREEMENT IN TRADEMARKS

Randall International, whose address is 2885 Loker Avenue East, Carlsbad, California 92008-6626 ("Debtor"), does hereby grant to Imperial Bank, whose address is 701 "B" Street, Suite 600, San Diego, California 92101 ("Creditor"), a security interest in and collaterally assigns to Creditor or all of Debtor's now owned or hereafter acquired right, title and interest in and to (i) the trademark registrations and other trademarks which are identified on **Schedule** "A" attached hereto and incorporated herein, together with all extensions and renewals thereof, (ii) the trademark applications which are identified on **Schedule** "A", together with any and all trademark registrations resulting therefrom (collectively the "Trademarks"), and (iii)all goodwill and assets of the business symbolized by or associated with such Trademarks, and actions for infringement or violation concerning the foregoing.

The terms and conditions of the security interest granted hereby are contained in that certain Intellectual Property Security Agreement (the "Agreement") dated as of June 2000, between Debtor and Creditor as security for Debtor's performance of Debtor's obligations as set forth in the Agreement. Nothing contained in this Memorandum of Security Agreement in Trademarks shall be construed as limiting any interest which Creditor may have in any other collateral described in the Agreement or otherwise.

IN WITNESS WHEREOF, the undersigned have executed this Memorandum effective as of May June \$2000.

"LENDER"	"BORROWER"
Imperial Bank	Randall International
	By: Monto Kandall
By: Stephen M. Cusato	William B. Randall
Its: Senior Vice President	Its: <u>President</u>

TRADEMARK REEL: 002110 FRAME: 0033

STATE OF CALIFORNIA } COUNTY OF Land Liege On Line 6, 2000, before me, Sinds & May time, personally appeared Line Meants personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s) or the entity upon behalf of which the person(s) acted, executed the instrument.
WITNESS my hand and official seal.
Signature <u>Scendal & Martin</u> (This area for official notarial seal)
BRENDA E. MARTIN Commission # 1225104 Notary Public - Callifornia San Diego County My Comm. Expires Jul 9, 2003 STATE OF CALIFORNIA } SS COUNTY OF Lander }
On Nay 23, 2000 personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s) or the entity upon behalf of which the person(s) acted, executed the instrument.
WITNESS my hand and official seal. Signature <u>Seandar & Martin</u> (This area for official notarial seal)
BRENDA E. MARTIN Commission # 1225104 Notary Public - California San Diego County My Comm. Expires Jul 9, 2003

TRADEMARK REEL: 002110 FRAME: 0034

SCHEDULE "A"

Registered Trademarks

Owner/ Applicant	Country of Registration	Registration No.	Mark	Class/ Products
Randall	United States	1,949,001	Golfer's Defense	Int. Cl. 3
Randall	United States	2,257,846	Sun Defense	Int. Cl. 3
Randall	United States	2,261,347	Windows	Int. Cl. 3
	<u></u>			

Pending Trademark Applications

Owner/ Applicant	Country of Registration	Application Serial No.	Mark	Class/ Products
Randall	United States	75/688,026	Surfer's Defense	Int. Cl. 3
Randall	United States	75/688,029	Tennis Defense	Int. Cl. 3
Randall	United States	76/052,998	Skier's Defense	Int. Cl. 3
Randall	United States	75/759,502	Kid's Defense	Int. Cl. 3
Randall	United States	75/688,027	Fisherman's Defense	Int. Cl. 3
Randall	United States	75/759,501	Racer's Defense	Int. Cl. 3
Randall	United States	75/759,500	Spectator's Defense	Int. Cl. 3
Randall	United States	75/704,633	Sailing Defense	Int. Cl. 3
Randall	United States	75/704,635	All Sports Defense	Int. Cl. 3
Randall	United States	75/506,378	Player's Defense	Int. Cl. 3
Randall	United States	75/847,767	Military Defense	Int. Cl. 3
Randall	United States	75/846,949	Lip Defense	Int. Cl. 3

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