

08-28-2000

FORM PTO 1618A
Expires 06/30/99
OMB 0651-0027



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

101445435

7-21-00

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger Change of Name
 - Other
- Effective Date
Month Day Year

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

Mark if additional names of receiving parties attached

Name

DBA/AKATA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

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 Assignment.)

FOR OFFICE USE ONLY

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

TRADEMARK
REEL: 002126 FRAME: 0033

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

(847) 295-4336

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

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"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="1123181"/>	<input type="text" value="1830363"/>	<input type="text" value="1614997"/>
<input type="text" value="1832314"/>	<input type="text" value="1840017"/>	<input type="text" value="1885361"/>
<input type="text" value="1843248"/>	<input type="text" value="1697770"/>	<input type="text" value="2071881"/>

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 (Enter for payment by deposit account or if additional fees can be charged to the account.)

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.

Marilyn J. Chimes

Name of Person Signing

Marilyn J. Chimes

Signature

7-18-2000

Date Signed

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

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

Individual General Partnership Limited Partnership

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.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Registration Number(s)

1918914	<input type="text"/>	<input type="text"/>
1348039	<input type="text"/>	<input type="text"/>
1161040	<input type="text"/>	<input type="text"/>
1301832	<input type="text"/>	<input type="text"/>
1455539	<input type="text"/>	<input type="text"/>
1493296	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

SECURITY INTEREST RECORDATION -- TRADEMARKS

WHEREAS, Arachnid, Inc., an Ohio corporation having a mailing address as set forth under the signature line below (hereinafter "Arachnid"), is the owner of the entire right, title and interest in and to the U.S. Trademark Registrations identified on **Exhibit A**, attached hereto (hereinafter the "Trademarks"); and

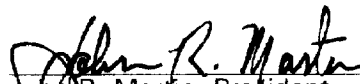
WHEREAS, Martin Automatic, Inc., 1661 Northrock Court, Rockford, Illinois 61103, has been granted a security interest in the Trademarks by Arachnid in accordance with the Illinois Uniform Commercial Code (the "MAI Security Interest"), and the MAI Security Interest in the Trademarks has been perfected under Illinois law by the filing of a financing statement (the "MAI Financing Statement"), copies of which are attached hereto as **Exhibit B-1**; and

WHEREAS, John R. Martin, 5635 Nebeshonee Lane, Rockford, Illinois 61103, has been granted security interests in the Trademarks by Arachnid in accordance with the Illinois Uniform Commercial Code (collectively, the "JRM Security Interests"), and the JRM Security Interests in the Trademarks have been perfected under Illinois law by the filing of financing statements (collectively, the "JRM Financing Statements"), copies of which are attached hereto as **Exhibits B-2, B-3 and B-4**; and

WHEREAS, the MAI Financing Statement perfecting the MAI Security Interest in the Trademarks and the JRM Financing Statements perfecting the JRM Security Interests in the Trademarks have been amended to show Arachnid's new mailing address, as evidenced by the copies of the amendments attached hereto as **Exhibits C-1, C-2, C-3 and C-4**, respectively;

NOW THEREFORE, Arachnid hereby reaffirms and again memorializes that it has granted the MAI Security Interest in the Trademarks to Martin Automatic, Inc. and the JRM Security Interests in the Trademarks to John R. Martin and hereby acknowledges that it has caused this Security Interest Recordation (including without limitation the copies of the financing statements attached hereto as **Exhibits B-1, B-2, B-3 and B-4** and the copies of the amendments thereto attached hereto as **Exhibits C-1, C-2, C-3 and C-4**, respectively) to be recorded for the purpose of amending the address of Arachnid as set forth in the MAI Financing Statement and the JRM Financing Statements which were previously filed in the U.S. Patent and Trademark Office for the purpose of further perfecting such security interests.

ARACHNID, INC.



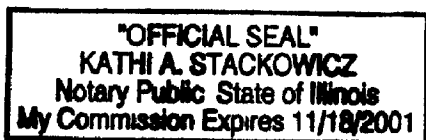
John R. Martin, President
Arachnid, Inc.
c/o Martin Automatic, Inc.
1661 Northrock Court
Rockford, IL 61103

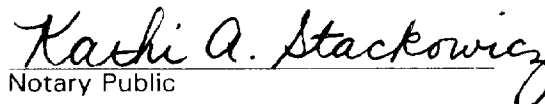
CERTIFICATE OF ACKNOWLEDGMENT

STATE OF ILLINOIS)
)
COUNTY OF WINNEBAGO)

This Certificate of Acknowledgment is being made and executed pursuant to the Uniform Recognition of Acknowledgment Act, as amended, by me, a Notary Public commissioned in and for the County of Winnebago, State of Illinois.

I certify that the foregoing Security Interest Recordation was acknowledged before me this 14 day of July, 2000, by John R. Martin, the President of Arachnid, Inc., an Ohio corporation, on behalf of that corporation.





Notary Public

My Commission expires:
11/18/01

EXHIBIT A

U.S. REGISTRATION NO.

TRADEMARK

1123181	ARACHNID INC. and Design
1832314	ARACHNID INC. Gaming AKQJ 10 and Design
1843248	BULLSHOOTER
1830363	BULLSHOOTER
1840017	LUCKY TOUCH
1697770	TARGET Design
1614997	TIC TAC DARTS
1885361	TOP GUN SHOOT-OUT
2071881	ARACHNID
1918914	CHUCK A. LUCK DARTS
1348039	DARTMAN DESIGN
1161040	ENGLISH MARK DARTS AND DESIGN
1301832	ENGLISH MARK DARTS AND MAN DESIGN
1455539	SMART DARTS
1493296	SPIDER WRITER

Document Number: 4536

TRADEMARK
REEL: 002126 FRAME: 0037

EXHIBIT A

U.S. REGISTRATION NO.

TRADEMARK

1123181	ARACHNID INC. and Design
1832314	ARACHNID INC. Gaming AKQJ 10 and Design
1843248	BULLSHOOTER
1830363	BULLSHOOTER
1840017	LUCKY TOUCH
1697770	TARGET Design
1614997	TIC TAC DARTS
1885381	TOP GUN SHOOT-OUT
2071881	ARACHNID

TRADEMARK

REEL: 002126 FRAME: 0038

This STATEMENT is presented to a filing officer for filing pursuant to the Uniform Commercial Code.

Debtor(s) (Last Name First) and address(es)
Arachnid, Inc.
6320 Material Avenue
Loves Park, IL 61111

Secured Party(ies) and address(es)
Martin Automatic, Inc.
1661 Northrock Court
Rockford, IL 61103

For Filing Officer
(Date, Time, Number, and Filing Office)

UCC108/09/99:02:7084:
20.00 CK01
SOSIL 08:30 4077111 FS

1. This financing statement covers the following types (or items) of property:

SEE EXHIBIT A ATTACHED

ASSIGNEE OF SECURED PARTY

2. Products of Collateral are also covered.

TERMINATION STATEMENT: This Statement of Termination of Financing is presented to a Filing Officer for filing pursuant to the Uniform Commercial Code. The Secured Party certifies that the Secured Party no longer claims a security interest under the financing statement bearing the file number shown above.

Date _____ 19 _____

By: _____
(Signature of Secured Party or Assignee of Record. Not Valid Until Signed.)

FILING OFFICER COPY-ACKNOWLEDGMENT

This form of financing statement is approved by the Secretary of State.

STANDARD FORM - UNIFORM COMMERCIAL CODE - FORM UCC-1-REV. 1978

STATE OF ILLINOIS
UNIFORM COMMERCIAL CODE - FINANCING STATEMENT - FORM UCC-1

INSTRUCTIONS:

1. PLEASE TYPE this form. Fold only along perforation for mailing.
2. Remove Secured Party and Debtor copies and send other 3 copies with interleaved carbon paper to the filing officer. Enclose filing fee.
3. If the space provided for any item(s) on the form is inadequate the item(s) should be continued on additional sheets, preferably 5" x 8" or 8" x 10". Only one of such additional sheets need be presented to the filing officer with a set of three copies of the financing statement. Long schedules of collateral, indentures, etc. be on any size paper that is convenient for the secured party.

This STATEMENT is presented to a filing officer for filing pursuant to the Uniform Commercial Code.

For Filing Officer
(Date, Time, Number, and Filing Off

Debtor(s) (Last Name First) and address(es)

Secured Party(ies) and address(es)

Arachnid, Inc.
6320 Material Avenue
Loves Park, IL 61111

Martin Automatic, Inc.
1661 Northrock Court
Rockford, IL 61103

1. This financing statement covers the following type: (or items) of property.

ASSIGNEE OF SECURED PARTY

SEE EXHIBIT A ATTACHED

2. Products of Collateral are also covered.

- Additional sheets presented.
- Filled with Office of Secretary of State of Illinois.
- Debtor is a transmitting utility as defined in UCC §9-105.

Arachnid, Inc.

By: John R. Martin
Signature of (Debtor) Its President

* Signature of Debtor Required in Most Cases;
Signature of Secured Party in Cases Covered by UCC § 9-402 (2)

FILING OFFICER COPY-ALPHABETICAL

This form of financing statement is approved by the Secretary of State.

STANDARD FORM - U. FORM COMMERCIAL CODE - FORM UCC-1 - REV. 1975

**EXHIBIT A TO FINANCING STATEMENT
DESIGNATING ARACHNID, INC. AS DEBTOR AND
MARTIN AUTOMATIC, INC. AS SECURED PARTY**

This Financing Statement covers the following types (or items) of property:

All of the right, title and interest of Arachnid, Inc. ("Debtor") in and to the following assets and property of Debtor, wherever located, whether now owned or hereafter acquired or arising, together with all replacements therefore, proceeds (including without limitation insurance proceeds), products, rents, issues, profits and returns thereof (all referred to as the "Collateral"):

- A. Any and all accounts, contract rights, notes, drafts, chattel paper, instruments, documents and general intangibles consisting of rights to payment (all as defined in the Uniform Commercial Code as in effect in Illinois);
- B. All inventory, goods, merchandise and other personal property held for sale or lease, or furnished or to be furnished under any contract of service, or held as raw materials, work in process or material used or consumed, or to be used or consumed, in business;
- C. All equipment, machinery, fixtures and supplies and any and all parts, accessories, attachments, fittings, special tools, additions and accessories thereto and any renewals, substitutions or replacements thereof, including licenses, vehicles, plant trucks, furniture, office equipment and minor plant equipment;
- D. Vehicles;
- E. Rights as seller of goods and rights to returned, rejected or repossessed goods;
- F. All general intangibles, including choses in action, designs, patents, trademarks, service marks, trade names, good will, applications for registration, registrations, licenses, franchises, customer lists, rights to indemnification and all other intangible property of every nature (other than accounts, contract rights, notes, drafts, chattel paper, instruments, documents and general intangibles consisting of rights to payment (all as defined in the Uniform Commercial Code as in effect in Illinois));
- G. All books and records pertaining to any of the foregoing or any of the items referred to in Subpart H below; and
- H. Any now owned or hereafter acquired assets or other property of Debtor not otherwise mentioned in Subparts A through G above.

* * *

This STATEMENT is presented to a filing officer for filing pursuant to the Uniform Commercial Code.
Debtor(s) (Last Name First) and address(es)

Arachnid, Inc.
6421 Material Avenue
Loves Park, IL 61111

Secured Party(ies) and address(es)

John R. Martin
5635 Nebeshone Dr.
Rockford, IL 61103

For Filing Officer
(Date, Time, Number, and Filing Office)

3776830

ASSIGNEE OF SECURED PARTY

20.00

505IL12/18/97 08:55

SEE EXHIBIT A ATTACHED

1 This financing statement covers the following types (or items) of property:

2 Products of Collateral are also covered.

TERMINATION STATEMENT: This Statement of Termination of Financing is presented to a Filing Officer for filing pursuant to the Uniform Commercial Code.
The Secured Party certifies that the Secured Party no longer claims a security interest under the financing statement bearing the file number shown above.

Date _____ 19__

By: _____
(Signature of Secured Party or Assignee of Record. Not Valid Until Signed)

FILING OFFICER COPY-ACKNOWLEDGMENT

This form of financing statement is approved by the Secretary of State.
STANDARD FORM - UNIFORM COMMERCIAL CODE - FORM UCC-1-REV. 1978

EXHIBIT B-2

INSTRUCTIONS:

PLEASE TYPE this form. Fold only along perforation for mailing. Prepare Secured Party and Debtor copies and send other 3 copies with interleaved carbon paper to the filing officer. Enclose filing fee. If the space provided for any item(s) on the form is inadequate the item(s) should be continued on additional sheets, preferably 5" x 8" or 8" x 10". Only one copy of such additional sheets need be presented to the filing officer with a set of three copies of the financing statement. Long schedules of collateral, indentures, etc., may be on any size paper that is convenient for the secured party.

This STATEMENT is presented to a filing officer for filing pursuant to the Uniform Commercial Code.

Debtor(s) (Last Name First) and address(es)

Secured Party(ies) and address(es)

For Filing Office
(Date, Time, Number, and Filing Office)

Arachnid, Inc.
6421 Material Avenue
Loves Park, IL 61111

John R. Martin
5635 Nebeshonee Dr.
Rockford, IL 61103

1. This financing statement covers the following types (or items) of property:

ASSIGNEE OF SECURED PARTY

SEE EXHIBIT A ATTACHED

2. Products of Collateral are also covered.

- Additional sheets presented.
- Filed with Office of Secretary of State of Illinois.
- Debtor is a transmitting utility as defined in UCC § 9-105.

Arachnid, Inc.

By *John R. Martin*
Signature of (Debtor) Its President

* Signature of Debtor Required in Most Cases;
Signature of Secured Party in Cases Covered by UCC § 9-402 (2)

FILING OFFICER COPY-ALPHABETICAL

This form of financing statement is approved by the Secretary of State.

STANDARD FORM - UNIFORM COMMERCIAL CODE - FORM UCC-1 - REV. 1978

Exhibit B-2 (Continued)

Exhibit A to Financing Statement
Naming Arachnid, Inc. as Debtor and
John R. Martin as Secured Party

1. This financing statement covers the following types (or items) of property:

The property covered by the financing statement to which this Exhibit A is attached consists of all of Debtor's right, title and interest in and to the following, wherever located, whether now owned or hereafter acquired or arising, together with all replacements thereof proceeds, including insurance proceeds, thereof and products thereof:

A. Any and all accounts, contract rights, notes, drafts, chattel paper, instruments, documents and general intangibles consisting of rights to payment (all as defined in the Uniform Commercial Code as in effect in Illinois);

B. All inventory, goods, merchandise and other personal property held for sale or lease, or furnished or to be furnished under any contract of service, or held as raw materials, work in process or material used or consumed, or to be used or consumed, in business;

C. All equipment, machinery, fixtures and supplies and any and all parts, accessories, attachments, fittings, special tools, additions and accessories thereto and any renewals, substitutions or replacements thereof, including licensed vehicles, plant trucks, furniture, office equipment and minor plant equipment;

D. Vehicles;

E. Rights as seller of goods and rights to returned, rejected or repossessed goods;

F. All general intangibles, including choses in action, designs, patents, trademarks, service marks, trade names, good will, applications for registration, registrations, licenses, franchises, customer lists, rights to indemnification and all other intangible property of every nature (other than accounts, contract rights, notes, drafts, chattel paper, instruments, documents and general intangibles consisting of rights to payment (all as defined in the Uniform Commercial Code as in effect in Illinois)), and

G. All books and records pertaining to any of the foregoing.

arachnid\950.doc

Exhibit B-2 (Continued)

TRADEMARK
REEL: 002126 FRAME: 0044

This STATEMENT is presented to a filing officer for filing pursuant to the Uniform Commercial Code

Debtor(s) (Last Name First) and address(es)

Arachnid, Inc.
6421 Material Avenue
Loves Park, IL 61111

Secured Party(ies) and address(es)

John R. Martin
5635 Nebeshone Dr.
Rockford, IL 61103

For Filing Office
Date, Time, Number and Filing Office

5/24/97

1. This financing statement covers the following types (or items) of property:

ASSIGNEE OF SECURED PARTY

20.1000

5/24/97 10:16

SEE EXHIBIT A ATTACHED

2. Products of Collateral are also covered.

TERMINATION STATEMENT: This Statement of Termination of Financing is presented to a Filing Officer for filing pursuant to the Uniform Commercial Code. The Secured Party certifies that the Secured Party no longer claims a security interest under the financing statement bearing the file number shown above.

Date _____ 19 _____

By: _____
(Signature of Secured Party or Assignee of Record, Not Valid Until Signed.)

FILING OFFICER COPY-ACKNOWLEDGMENT

This form of financing statement is approved by the Secretary of State.

STANDARD FORM - UNIFORM COMMERCIAL CODE - FORM UCC-1 - REV. 1978

EXHIBIT B-3

STATE OF ILLINOIS
UNIFORM COMMERCIAL CODE - FINANCING STATEMENT - FORM UCC-1

CHICAGO
 2 21 540-488

INSTRUCTIONS:

1. PLEASE TYPE this form. Fold only along perforation for mailing.
2. Remove Secured Party and Debtor copies and send other 2 copies with unperfected carbon paper to the filing officer. Enclose filing fee.
3. If the space provided for any item(s) on this form is inadequate the item(s) should be continued on additional sheets, preferably 5" x 8" or 8" x 10". Only one copy of such additional sheets need be presented to the filing officer with a set of three copies of the financing statement. Long schedules of collateral, indentures, etc., may be on any size paper that is convenient for the secured party.

This STATEMENT is presented to a filing officer for filing pursuant to the Uniform Commercial Code.

Debtor(s) (Last Name First) and address(es)

Arachnid, Inc.
6421 Material Avenue
Loves Park, IL 61111

Secured Party(ies) and address(es)

John R. Martin
5635 Nebeshonee Dr.
Rockford, IL 61103

For Filing Officer
 (Date, Time, Number, and Filing Office)

1. This financing statement covers the following type(s) of property:

ASSIGNEE OF SECURED PARTY

SEE EXHIBIT A ATTACHED

2. Products of Collateral are also covered.

Additional sheets presented.

Filed with Office of Secretary of State of Illinois.

Debtor is a transmitting utility as defined in UCC 9A-108.

Arachnid, Inc

[Signature]
 Signature of Debtor

* Signature of Debtor Required in those Cases
 Signature of Secured Party in Cases Covered by UCC 1-402 (2)

This form of financing statement is approved by the Secretary of State.

FILING OFFICER COPY ALPHABETICAL

STANDARD FORM - UNIFORM COMMERCIAL CODE - FORM UCC-1 - REV. 1978

Exhibit A to Financing Statement
Naming Arachnid, Inc. as Debtor and
John R. Martin as Secured Party

1. This financing statement covers the following types (or items) of property:

The property covered by the financing statement to which this Exhibit A is attached consists of all of Debtor's right, title and interest in and to the following, wherever located, whether now owned or hereafter acquired or arising, together with all replacements thereof proceeds, including insurance proceeds, thereof and products thereof:

A. Any and all accounts, contract rights, notes, drafts, chattel paper, instruments, documents and general intangibles consisting of rights to payment (all as defined in the Uniform Commercial Code as in effect in Illinois);

B. All inventory, goods, merchandise and other personal property held for sale or lease, or furnished or to be furnished under any contract of service, or held as raw materials, work in process or material used or consumed, or to be used or consumed, in business;

C. All equipment, machinery, fixtures and supplies and any and all parts, accessories, attachments, fittings, special tools, additions and accessories thereto and any renewals, substitutions or replacements thereof, including licensed vehicles, plant trucks, furniture, office equipment and minor plant equipment;

D. Vehicles;

E. Rights as seller of goods and rights to returned, rejected or repossessed goods;

F. All general intangibles, including choses in action, designs, patents, trademarks, service marks, trade names, good will, applications for registration, registrations, licenses, franchises, customer lists, rights to indemnification and all other intangible property of every nature (other than accounts, contract rights, notes, drafts, chattel paper, instruments, documents and general intangibles consisting of rights to payment (all as defined in the Uniform Commercial Code as in effect in Illinois)); and

G. All books and records pertaining to any of the foregoing.

arachnid\930.doc

Exhibit B-3 (Continued)

TRADEMARK
REEL: 002126 FRAME: 0047

For Filing Officer (Date, Time, Number, and Filing Office)

Debtor(s) (Last Name First) and address(es)

Secured Party(ies) and address(es)

Arachnid, Inc.
6421 Material Avenue
Loves Park, IL 61111

SEE EXHIBIT A ATTACHED

3570085

1. This financing statement covers the following types (or items) of property:

** Michael L. Tillery
4919 Springbrook Rd.
Rockford, IL 61111

ASSIGNEE OF SECURED PARTY

8.00FS

SEE EXHIBIT A ATTACHED

John R. Martin
5635 Nebeshonee Dr.
Rockford, IL 61103
x
Stephen M. Tillery
34 Country Club Place
Belleville, IL 62223

SOSIL07/24/96 03:24

2. Products of Collateral are also covered.

Additional sheets presented.

Filed with Office of Secretary of State of Illinois.

Debtor is a transmitting utility as defined in UCC §9-105.

By: ARACHNID, INC

Signature of Debtor

By:

*Signature of Debtor Required in Most Cases:
Signature of Secured Party in Cases Covered By UCC §9-402 (2).

This form of financing statement is approved by the Secretary of State.

Filing Office Copy - Alphabetical
STANDARD FORM - UNIFORM COMMERCIAL CODE - FORM UCC 1

1

Exhibit B-4

Exhibit A to Financing Statement
Naming Arachnid, Inc. as Debtor and
Michael L. Tillery, John R. Martin and Stephen M. Tillery as Secured Party

Secured Parties and Addresses:

Michael L. Tillery
4919 Springbrook Road
Rockford, IL 61111

John R. Martin
5635 Nebeshonee Dr.
Rockford, IL 61103

Stephen M. Tillery
34 Country Club Place
Belleville, IL 62223

3570085
8.00F**
SOSIL07/24/96 03:21

1. This financing statement covers the following types (or items) of property:

9 6 2 0 7 : 0 0 0 1

The property covered by the financing statement to which this Exhibit A is attached consists of all of Debtor's right, title and interest in and to the following, wherever located, whether now owned or hereafter acquired or arising, together with all replacements thereof proceeds, including insurance proceeds, thereof and products thereof:

A. Any and all accounts, contract rights, notes, drafts, chattel paper, instruments, documents and general intangibles consisting of rights to payment (all as defined in the Uniform commercial Code as in effect in Illinois);

B. All inventory, goods, merchandise and other personal property held for sale or lease, or furnished or to be furnished under any contract of service, or held as raw materials, work in process or material used or consumed, or to be used or consumed, in business;

C. All equipment, machinery, fixtures and supplies and any and all parts, accessories, attachments, fittings, special tools, additions and accessories thereto and any renewals, substitutions or replacements thereof, including licensed vehicles, plant trucks, furniture, office equipment and minor plant equipment;

D. Vehicles;

E. Rights as seller of goods and rights to returned, rejected or repossessed goods;

F. All general intangibles, including choses in action, designs, patents, trademarks, service marks, trade names, good will, applications for registration, registrations, licenses, franchises, customer lists, rights to indemnification and all other intangible property of every nature (other than accounts, contract rights, notes, drafts, chattel paper, instruments, documents and general intangibles consisting of rights to payment (all as defined in the Uniform Commercial Code as in effect in Illinois)); and

G. All books and records pertaining to any of the foregoing.

This STATEMENT is presented to THE FILING OFFICER for filing pursuant to the Uniform Commercial Code.

For Filing Officer (Date, Time, Number, and Filing Office)

Debtor(s) (Last Name First) and address(es)
Arachnid, Inc.
6320 Material Avenue
Loves Park, IL 61111

Secured Party(ies) and address(es)
Martin Automatic, Inc.
1661 Northrock Court
Rockford, IL 61103

This Statement refers to original Financing Statement No. 4077111

Date filed: August 9, 1999 Filed with Illinois Sec'y. of State

- A. CONTINUATION.....The original financing statement between the foregoing Debtor and Secured Party, bearing the file number shown above, is still effective.
- B. PARTIAL RELEASE...From the collateral described in the financing statement bearing the file number shown above, the Secured Party releases the property indicated below.
- C. ASSIGNMENT..... The Secured Party certifies that the Secured Party has assigned to the Assignee whose name and address is shown below, Secured Party's rights under the financing statement bearing the file number shown above in the property indicated below.
- D. TERMINATION..... The Secured Party certifies that the Secured Party no longer claims a security interest under the financing statement bearing the file number shown above.
- E. AMENDMENT..... The financing statement bearing the above file number is amended.

- To show the Secured Party's new address as indicated below;
- To show the Debtor's new address as indicated below;
- As set forth below:

UCU106/15/00:05:2371:
20.00 MU
09:39 4228006 AM

c/o Martin Automatic, Inc.
1661 Northrock Court
Rockford, IL 61103
Attention: Chairman

Arachnid, Inc.

By: [Signature] (Signature of Debtor, if required) President

Martin Automatic, Inc.

By: [Signature] (Debtor) Chairman (Secured Party)

Dated: May 30, 1999

By: _____ (Signature of Secured Party)

Filing Officer is requested to note file number, date and hour of filing on this copy and return it to the person filing, as an acknowledgment.

This form of Financing Statement is approved by the Secretary of State.

(3) FILING OFFICER-ACKNOWLEDGEMENT

This STATEMENT is presented to a filing officer for filing pursuant to the Uniform Commercial Code.

3 Maturity date (if any):

1 Debtor(s) (Last Name First) and address(es)

Arachnid, Inc.
6421 Material Avenue
Loves Park, IL 61111

2 Secured Party(ies) and address(es)

John R. Martin
5635 Nebeshonee ~~Rd~~ Lane
Rockford, IL 61103

For Filing Officer
(Date, Time, Number, and Filing Office)
UCU106/15/00:05:2370:
20.00 MU
60SIL 08:39 4222825 AM

This statement refers to original Financing Statement No. 3776830

Dated _____, 19 _____

Date filed: December 18, 19 97 Filed with Illinois Secretary of State

- Continuation. The original financing statement between the foregoing Debtor and Secured Party, bearing file number shown above, is still effective.
- Termination. Secured party no longer claims a security interest under the financing statement bearing file number shown above.
- Assignment. The secured party's right under the financing statement bearing file number shown above to the property described in Item 10 have been assigned to the assignee whose name and address appears in Item 10.
- Amendment. Financing Statement bearing file number shown above is amended as set forth in Item 10.
- Release. Secured Party releases the collateral described in Item 10 from the financing statement bearing file number shown above.

10. Amended to show Debtor's address as follows:

~~6320 Material Avenue
Loves Park, IL 61111~~

Arachnid, Inc.
c/o Martin Automatic, Inc.
1661 Northrock Court
Rockford, IL 61103
Attention: Chairman

Arachnid, Inc.

By: John R. Martin

Signature of Debtor if an Amendment
President

Dated: _____, 19 99

John R. Martin

By: John R. Martin
Signature(s) of Secured Party(ies)

(3) Filing Officer - Acknowledgment.

Filing Officer is requested to note file number, date and hour of filing on this copy and return to the person filing, as an acknowledgment.

This STATEMENT is presented to a filing officer for filing pursuant to the Uniform Commercial Code.

3 Maturity date (if any):

1 Debtor(s) (Last Name First) and address(es)

2 Secured Party(ies) and address(es)

For Filing Officer
(Date, Time, Number, and Filing Office)

Arachnid, Inc.
6421 Material Avenue
Loves Park, IL 61111

John R. Martin
5635 Nebeshonee ~~Rtx~~ Lane
Rockford, IL 61103

UCU106/15/00:05:2369:
20.00 MU
SOSIL 08:39 4222824 AM

This statement refers to original Financing Statement No. 3724335 Dated _____, 19 _____

Date filed: August 5, 19 97 Filed with Illinois Secretary of State

- Continuation. The original financing statement between the foregoing Debtor and Secured Party, bearing file number shown above, is still effective.
- Termination. Secured party no longer claims a security interest under the financing statement bearing file number shown above.
- Assignment. The secured party's right under the financing statement bearing file number shown above to the property described in Item 10 have been assigned to the assignee whose name and address appears in Item 10.
- Amendment. Financing Statement bearing file number shown above is amended as set forth in Item 10.
- Release. Secured Party releases the collateral described in Item 10 from the financing statement bearing file number shown above.

10. Amended to show Debtor's address as follows:

~~6320 Material Avenue
Loves Park, IL 61111~~

Arachnid, Inc.
c/o Martin Automatic, Inc.
1661 Northrock Court
Rockford, IL 61103
Attention: Chairman

Arachnid, Inc.

By: [Signature]
Signature of Debtor if an Amendment
President

John R. Martin
By: [Signature]
Signature(s) of Secured Party(ies)

Dated: _____, 19 99

(3) Filing Officer - Acknowledgment.

Filing Officer is requested to note file number, date and hour of filing on this copy and return to the person filing, as an acknowledgment

This STATEMENT is presented to a filing officer for filing pursuant to the Uniform Commercial Code.

3 Maturity date (if any):

1 Debtor(s) (Last Name First) and address(es) Arachnid, Inc. 6421 Material Avenue Loves Park, IL 61111	2 Secured Party(ies) and address(es) John R. Martin 5635 Nebeshone Box Lane Rockford, IL 61103	For Filing Officer (Date, Time, Number, and Filing Office) JCU106/15/00:05:2368: 20.00 MU SOSIL 08:39 4222823 AM
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4 This statement refers to original Financing Statement No. 3570085 Dated _____, 19 _____
 Date filed: July 24, 19 96 Filed with Illinois Secretary of State

- 5 Continuation. The original financing statement between the foregoing Debtor and Secured Party, bearing file number shown above, is still effective.
- 6 Termination. Secured party no longer claims a security interest under the financing statement bearing file number shown above.
- 7 Assignment. The secured party's right under the financing statement bearing file number shown above to the property described in Item 10 have been assigned to the assignee whose name and address appears in Item 10.
- 8 Amendment. Financing Statement bearing file number shown above is amended as set forth in Item 10.
- 9 Release. Secured Party releases the collateral described in Item 10 from the financing statement bearing file number shown above.

10. Amended to show Debtor's address as follows:

~~6320 Material Avenue~~
~~Loves Park, IL 61111~~

Arachnid, Inc.
c/o Martin Automatic, Inc.
1661 Northrock Court
Rockford, IL 61103
Attention: Chairman

Arachnid, Inc.

By: [Signature]
Signature of Debtor if an Amendment
President

John R. Martin
By: [Signature]
Signature(s) of Secured Party(ies)

Dated: _____, 19 99

(3) Filing Officer - Acknowledgment.

Filing Officer is requested to note file number, date and hour of filing on this copy and return to the person filing, as an acknowledgment.