



10-18-00

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To the Honorable Commissioner of Patents

101509813

enclosed original documents or copy thereof.

1. Name of conveying party(ies):

MCMS, Inc.
16399 Franklin Road
Nampa, Idaho 83687

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

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

3. Nature of conveyances:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: September 29, 2000

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

Name: PNC Bank, National Association, as Administrative Agent

Internal Address: _____

Street Address: Two Tower Center

City: East Brunswick State: NJ ZIP: 08816

- 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)

4. Application Number(s) or registration number(s):

A. Trademark Application.(s)

SEE ATTACHED SCHEDULE A

Additional Name(s) & address(es) attached? Yes No

B. Trademark registration No.(s)

SEE ATTACHED SCHEDULE A

2325317

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Federal Research Corporation

Internal Address: _____

Street Address: 400 Seventh Avenue, N.W., Suite 101

City: Washington State: DC ZIP: 20004

6. Total number of applications and registrations involved: _____

3

7. Total fee (37 CFR 3.41): _____

\$ 90.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: _____

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

11/07/2000 DRYRNE 00000161 2325317

01 FD:481 40.00 OP

02 FD:482 50.00 OP

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

Delores Taylor

Name of Person Signing

[Signature]

Signature

10/3/2000

Date

Total number of pages including coversheet, attachments and document: _____

6

TRADEMARK GRANT OF SECURITY

WHEREAS, MCMS, INC., a corporation formed under the laws of the state of Delaware, located at 16399 Franklin Road, Nampa, Idaho 83687 ("Borrower"), owns the marks shown in the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Borrower is obligated to PNC BANK, NATIONAL ASSOCIATION ("PNC"), LEHMAN COMMERCIAL PAPER INC. ("LCPI"), various other financial institutions (together with PNC and LCPI, collectively, the "Lenders"), PNC as co-lead arranger and administrative agent for Lenders (in such capacity, "Administrative Agent"), LCPI as documentation agent for Lenders and Term Loan B agent for Term Loan B Lenders (in such capacity, "Term Loan B Agent") and LEHMAN BROTHERS INC. as co-lead arranger for Lenders ("Lehman") pursuant to (i) a certain Amended and Restated Revolving Credit, Equipment Loan, Term Loan and Security Agreement, dated as of the date hereof among Administrative Agent, Term Loan B Agent, Lehman, Lenders, Borrower and the guarantors named therein (as such agreement may be amended, restated, modified or supplemented from time to time, the "Loan Agreement") and (ii) a certain Trademark Collateral Security Agreement, dated the date hereof, made by Borrower in favor of Administrative Agent (as same may be amended, modified, restated or supplemented from time to time, the "Security Agreement" and together with the Loan Agreement, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, Borrower is granting to Administrative Agent for its benefit, for the benefit of the Term Loan B Agent and for the ratable benefit of Lenders a security interest in all the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor, all rights corresponding thereto and all proceeds thereof.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Borrower does hereby assign unto Administrative Agent for its benefit and for the ratable benefit of Lenders and grant to Administrative Agent for its benefit and for the ratable benefit of Lenders a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which collateral assignment and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

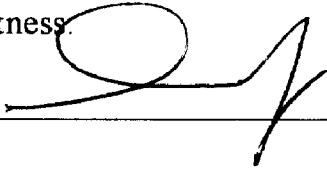
SCHEDULE A


Schedule A to a Trademark Assignment of Security dated September 11, 2000, by and between MCMS, INC. and PNC BANK, NATIONAL ASSOCIATION, as Administrative Agent.

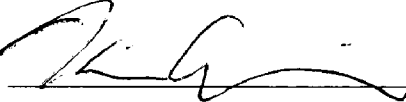
<u>Registration or Application No.</u>	<u>Country</u>	<u>Mark</u>
2,325,317	U.S.A.	Design Only
2,323,045	U.S.A.	MCMS Global Leader in Custom Manufacturing
2,325,319	U.S.A.	MCMS

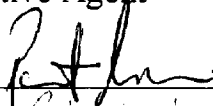
Borrower expressly acknowledges and affirms that the rights and remedies of Administrative Agent and Lenders with respect to the collateral assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: September 29, 2000

Witness: 

MCMS, INC.
By: 
Name: Christian Anton
Its: Vice President, Finance and Chief
Financial Officer

Witness: 

PNC BANK, NATIONAL ASSOCIATION, as
Administrative Agent
By: 
Name: Robert Ambrosiano
Its: Vice President

DELORES TAYLOR
Notary Public, State of New York
No. 01TA6010553
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires July 20, 2002

STATE OF IDAHO)

: ss.:

COUNTY OF Canyon)

On this 29th day of September, 2000, before me personally came Christiam J. Anton, to me known, who, being by me duly sworn, did depose and say that s/he is the Exec. Vice President of MCMS, INC., the corporation described in and which executed the foregoing instrument; and that s/he signed her/his name thereto by order of the board of directors of said corporation.

Carly Bohner
Notary Public

STATE OF _____)

: ss.:

COUNTY OF _____)

On this _____ day of September, 2000, before me personally came _____, to me known, who, being by me duly sworn, did depose and say that s/he is the _____ of PNC BANK, NATIONAL ASSOCIATION, the association described in and which executed the foregoing instrument; and that s/he was authorized to sign her/his name thereto on behalf of said association.

Notary Public

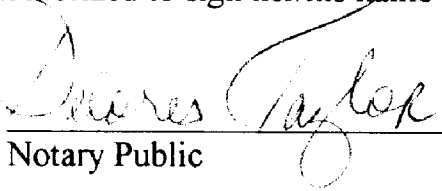
STATE OF _____)
: ss.:
COUNTY OF _____)

On this ____ day of September, 2000, before me personally came _____, to me known, who, being by me duly sworn, did depose and say that s/he is the _____ of MCMS, INC., the corporation described in and which executed the foregoing instrument; and that s/he signed her/his name thereto by order of the board of directors of said corporation.

Notary Public

STATE OF _____)
: ss.:
COUNTY OF _____)

On this 26th day of September, 2000, before me personally came Robert Ingham to me known, who, being by me duly sworn, did depose and say that s/he is the Vice President of PNC BANK, NATIONAL ASSOCIATION, the association described in and which executed the foregoing instrument; and that s/he was authorized to sign her/his name thereto on behalf of said association.



Notary Public

DELORES TAYLOR
Notary Public, State of New York
No. 01TA6010553
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires July 20, 2002