

11-09-2000

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TRADEMARKS ONLY

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof:

1. Name of conveying party: Infusion Acquisition Corp. 325 Laudermilch Road Hershey, Pennsylvania 17033 [X] Corporation of Delaware	2. Name and address of receiving party: IBJ Whitehall Bank & Trust Company as Administrative Agent One State Street New York, New York 10004 [X] Corporation of New York
3. Nature of conveyance: Security Interest Execution Date: August 1, 2000	4. Trademark Registration No.: 2,000,244 URD 11/1/00
5. Name and address of party to whom correspondence concerning document should be mailed: Kristen E. Mollnow, Esq. Nixon Peabody LLP Clinton Square Post Office Box 1051 Rochester, New York 14603	6. Total number of Registrations involved: 1
7. Total fee (37 CFR 3.41) \$40 [X] \$40 Check is enclosed.	8. Deposit Account Number: 14-1138 [X] Charge any additional fees to account.
DO NOT USE THIS SPACE	

To the best of my knowledge and belief, the foregoing information is true and correct and the attached copy is a true and correct copy of excerpts from original document.

Kristen E. Mollnow
Kristen E. Mollnow

October 31, 2000
Date

[Total number of pages including Cover Sheet and Agreement: 7]

GUARANTEE ASSUMPTION AGREEMENT

GUARANTEE ASSUMPTION AGREEMENT dated as of August 1, 2000 by INFUSION ACQUISITION CORP., a Delaware corporation (the "Additional Subsidiary Guarantor"), in favor of IBJ Whitehall Bank & Trust Company, as administrative and collateral agent for the lenders or other financial institutions or entities party as "Lenders" to the Credit Agreement referred to below (in such capacity, together with its successors in such capacity, the "Administrative Agent").

CDI Finance Co., a Delaware corporation, Communication Dynamics, Inc., a Delaware corporation, the Subsidiary Guarantors and the Lenders referred to therein, and the Administrative Agent are parties to a Credit Agreement dated as of April 7, 2000 (as modified and supplemented and in effect from time to time, the "Credit Agreement").

Pursuant to Section 6.09 of the Credit Agreement, the Additional Subsidiary Guarantor hereby agrees to become a "Subsidiary Guarantor" for all purposes of the Credit Agreement, an "Obligor" for all purposes of the Security Agreement, and assumes and agrees to be bound by the terms of the Credit Agreement and the Security Agreement which are applicable to it and acknowledges and consents to the pledge of its Capital Stock under, and all other obligations imposed pursuant to, the Security Agreement. Without limiting the foregoing, the Additional Subsidiary Guarantor hereby, jointly and severally with the other Subsidiary Guarantors, guarantees to each Lender and the Administrative Agent and their respective successors and assigns the prompt payment in full when due (whether at stated maturity, by acceleration or otherwise) of all Obligations as is provided in Article VII.A of the Credit Agreement. In addition, the Additional Subsidiary Guarantor hereby makes the representations and warranties set forth in Article V of the Credit Agreement and in Section 3 of the Security Agreement with respect to itself and its obligations under this Guarantee Assumption Agreement, as if each reference in such Sections to the Loan Documents included reference to this Guarantee Assumption Agreement.

The Additional Subsidiary Guarantor hereby agrees that each of Schedules A-1 through C, inclusive, of the Security Agreement shall be supplemented as provided in Appendix A hereto.

The Additional Subsidiary Guarantor hereby agrees that this Guarantee Assumption Agreement shall be governed by, and construed and interpreted in accordance with, the laws of the State of New York.

IN WITNESS WHEREOF, the Additional Subsidiary Guarantor has caused this Guarantee Assumption Agreement to be duly executed and delivered as of the day and year first above written.

INFUSION ACQUISITION CORP.

By: 

Name: ROBERT W. ACKERMAN

Title: CHIEF EXECUTIVE OFFICER

Accepted and agreed:

IBJ WHITEHALL BANK & TRUST COMPANY,
as Administrative Agent

By: _____

Name:

Title:

IN WITNESS WHEREOF, the Additional Subsidiary Guarantor has caused this Guarantee Assumption Agreement to be duly executed and delivered as of the day and year first above written.

INFUSION ACQUISITION CORP.

By: _____
Name:
Title:

Accepted and agreed:

IBJ WHITEHALL BANK & TRUST COMPANY,
as Administrative Agent

By: MARK H. MINTER
Name: **MARK H. MINTER**
Title: **SENIOR MANAGING DIRECTOR**

SUPPLEMENTS TO SCHEDULES TO SECURITY AGREEMENT

Supplement to Schedule A-1:

None

Trademarks

Trademarks Owned by Amherst International Inc.

Mark	Serial No. Reg. No.	Filing Date Reg. Date	Country	Status
AMHERST FIBER OPTICS	2,000,244	September 10, 1996	United States	Registered
THE WARE GROUP Plus Design	1,858,131	October 11, 1994	United States	Registered

Domain Names

Domain Names Owned by Amherst International Inc.

Domain Name	Registration Date	Status
AMHERSTINTERNATIONALLLC.COM	June 1, 2000	Active site as of July 26, 2000

VI. Domain Names Owned by Amherst FiberOptics

Domain Name	Registration Date	Status
EDFANOW.COM	April 28, 2000	Active site as of July 26, 2000
FIBERSPLICE.COM	April 28, 2000	Active site as of July 26, 2000
PHOTONICSASSEMBLY.COM	April 28, 2000	URL directs to host page
ERBIUMAMP.COM	April 28, 2000	URL directs to host page
XSPLICE.COM	April 28, 2000	URL directs to host page
AMHERSTFO.COM	October 1, 1998	Active site as of July 26, 2000
WDMNOW.COM	April 28, 2000	URL directs to host page
FUSIONSPLICE.COM	April 28, 2000	Active site as of July 26, 2000
AMHERSTINTERNATIONAL.COM	February 27, 1999	Active site as of July 26, 2000

Domain Name	Registration Date	Status
AMHERSTFIBEROPTICS.COM	February 27, 1999	Active site as of July 26, 2000
SMARTSPLICE.COM	April 28, 2000	URL directs to host page
SPLICENOW.COM	April 28, 2000	URL directs to host page
AMHERSTENGINEERING.COM	February 27, 1999	Active site as of July 26, 2000
AMHERSTINTERNATIONALLLC.COM	June 1, 2000	Active site as of July 26, 2000