

04-10-2001

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



101658437

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

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3.23.01

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
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

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/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City State/Country Zip Code

- 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.)

04/09/2001 LMUELLER 00000169 1628924

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 125.00 OP

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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: 002266 FRAME: 0354

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

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" value="1628924"/>	<input type="text" value="1270575"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1569251"/>	<input type="text" value="1285890"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1291861"/>	<input type="text" value="916681"/>	<input type="text"/>

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

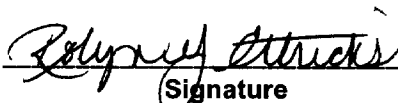
No

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.

Robyn Y. Ettricks

Name of Person Signing



Signature

3/22/01

Date Signed

NOTICE OF INTELLECTUAL PROPERTY SECURITY AGREEMENT

NOTICE dated the 23rd day of February, 2001 by GEI INTERNATIONAL INC (f/k/a MATEER-BURT CO.,INC.), a Pennsylvania corporation having an address at 700 Pennsylvania Drive, Exton, PA 19341-0439 USA ("Debtor"), to and in favor of THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND, a bank constituted by Act of Parliament 1695 having an address at 38 Threadneedle Street, London EC2P 2EH, United Kingdom ("Secured Party"), as lender under the Working Capital Facility and the Term Loan Facility. Capitalized terms used but not defined herein shall have the meaning given to them in that certain Intellectual Property Security Agreement by Debtor, and certain affiliates of Debtor, in favor of Secured Party dated February 13th, 2001 (the "IP Agreement").

WHEREAS, Debtor is the owner of certain Intellectual Property Collateral as listed in Exhibits A, B and C hereto; and

WHEREAS, the Secured Party has agreed to make Loans to the Debtor on the condition, among other things, that the Debtor pledge and grant to Secured Party as collateral for Obligations a security interest and lien in and to such Intellectual Property Collateral including any applications and registrations therefor, including the registrations thereof, the goodwill associated therewith and other related claims and rights (the "IP") as more fully described in the IP Agreement;

NOW, THEREFORE, for good and valuable consideration, as security for the due and timely payment and performance of the Obligations, Debtor hereby pledges, grants and collaterally assigns to the Secured Party a security interest and lien in and to all rights, title and interest in and to the aforesaid IP, and gives notice of such security interest and the existence of such IP Agreement providing therefor.

Executed as of the date first above written.

GEI INTERNATIONAL INC
700 Pennsylvania Drive
Exton, PA 19341-0439 USA

By: 

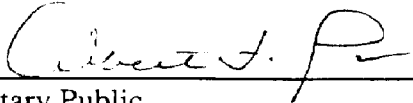
Ian Gray, Chairman & President

COMMONWEALTH OF PENNSYLVANIA :

: SS

COUNTY OF CHESTER :

Before me, the undersigned, a Notary Public in and for the state and county aforesaid, on this 23rd day of February, 2001, personally appeared Ian Gray to me known personally, and who, being first by me duly sworn, deposed and said that he is the Chairman & President of GEI INTERNATIONAL INC, and that he executed said instrument on behalf of said corporation by authority of each of its Board of Directors, and that he acknowledged said instrument to be the free act and deed of said corporation.



Notary Public

My commission expires: 2-27-02

(Notarial Seal)

EXHIBIT "A"
COPYRIGHT COLLATERAL

U.S. COPYRIGHTS			
<u>Work</u>	<u>Reg. No.</u>	<u>Reg. Date</u>	<u>Current Owner</u>
The MicroSet software for Neutron System	TX-1-498-005	1/14/85	Mateer-Burt Company, Inc.
Age I B M Mapics produced accounts receivable data by Julian date	TXu-95-980	2/22/82	Mateer-Burt Company

EXHIBIT "B"

PATENT COLLATERAL

<u>FOREIGN PATENTS</u>			
<u>Patent</u>	<u>Patent No. / Country</u>	<u>Reg. Date</u>	<u>Current Owner</u>
Control apparatus and method for automatic filling machine	579821 / Australia	May 10, 1989	Mateer-Burt Co., Inc.
Control apparatus and method for automatic filling machine	1227855 / Canada	October 6, 1987	Mateer-Burt Co., Inc.
Control apparatus and method for automatic filling machine	EP0125932 / Great Britain	December 2, 1987	Mateer-Burt Co., Inc.
Control apparatus and method for automatic filling machine	P3467878.6 / Germany	December 2, 1987	Mateer-Burt Co., Inc.
Control apparatus and method for automatic filling machine	533014 / Spain	May 28, 1985	Mateer-Burt Co., Inc.
Feedback control for automatic filling machine	1280816 / Canada	February 26, 1991	Mateer-Burt Co., Inc.
<u>U.S. PATENTS</u>			
<u>Patent</u>	<u>Patent No.</u>	<u>Reg. Date</u>	<u>Current Owner</u>
Feedback control for automatic filling machine	4,696,329	9/29/87	GEI International Inc.
Control apparatus and method for automatic filling machine	4,582,097	4/15/86	GEI International Inc.

EXHIBIT "C"

TRADEMARK COLLATERAL

U.S. TRADEMARKS			
<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>	<u>Current Owner</u>
ACCU-PLUS SERIES	1,628,924	12/25/90	GEI International Inc.
BURT	1,569,251	12/5/89	GEI International Inc.
SIGMA 3	1,291,861	8/28/84	GEI International Inc.
NEOTRON SYSTEM	1,270,575	3/20/84	GEI International Inc.
MICROSET CONTROL	1,285,890	7/17/84	GEI International Inc.
MATEER	916,681	7/20/71	GEI International Inc.

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RECORDED: 03/23/2001

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