

05-23-2001

FORM PTO-1618A
Expires 06/30/99
OMB0651-0027



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

101726144

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 #
- Handwritten: MED 5-17-01*

Conveyance Type

- Assignment
 - License
 - Security
 - Nunc Pro Tunc Assignment
 - Merger
 - Change of Name
 - Other
- Stamp: MAY 7 2001*

Effective Date
Month Day Year
03/16/01

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

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.)

Citizenship/State of Incorporation/Organization

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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.

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RECORDATION FORM COVER SHEET
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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="2,288,972"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,323,394"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<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.)

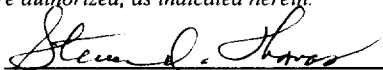
Deposit Account Number: #

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.

Steven D. Thomas
Name of Person Signing


Signature

May 9, 2001
Date Signed

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Subordinated Security Agreement dated as of March 16, 2001 (the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Universal American Inc. ("UA"), Black Clawson Company, Inc. ("BC"), Gregory M. Landegger ("GL") (hereinafter UA, BC and GL are referred to collectively as the "Subordinated Creditors" or individually as a "Subordinated Creditor"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the undersigned Subordinated Creditor:

U.S. Trademarks

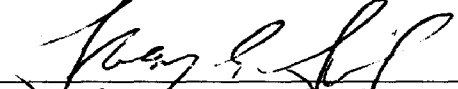
Registered Marks

Mark	Registration No.	Registration Date
ROLLRUNNER	2,288,972	10/26/99
MILLENNIUM	2,323,394	2/29/00

The Obligors and the Subordinated Creditor, hereby acknowledge and agree that the security interest in the foregoing trademark and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

UNITED CONTAINER MACHINERY, INC.

By: 
Name: GREGORY D STEK
Title: VICE PRESIDENT FINANCE

Acknowledged and Accepted:

BLACK CLAWSON COMPANY, INC.
as Subordinated Creditor

By: _____
Name: _____
Title: _____

The Obligors and the Subordinated Creditor, hereby acknowledge and agree that the security interest in the foregoing trademark and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

UNITED CONTAINER MACHINERY, INC.

By: _____

Name: _____

Title: _____

Acknowledged and Accepted:

BLACK CLAWSON COMPANY, INC.

as Subordinated Creditor

By: *R. L. Harris*
Name: R L HARRIS
Title: Secretary

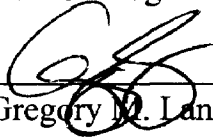
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Very truly yours,

UNITED CONTAINER MACHINERY, INC.

By: _____
Name: _____
Title: _____

Acknowledged and Accepted:



Gregory M. Landegger

The Obligors and the Subordinated Creditor, hereby acknowledge and agree that the security interest in the foregoing trademark and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

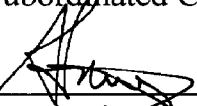
Very truly yours,

UNITED CONTAINER MACHINERY, INC.

By: _____
Name: _____
Title: _____

Acknowledged and Accepted:

UNIVERSAL AMERICAN INC.
as Subordinated Creditor

By:  _____
Name: Arthur L. Schwartz
Title: President