

08-24-2001

FORM PTO-1594 (Substitute)

REC



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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

To the Director of the U.S. Patent and Trade... 101822280 ...ginal documents or copy thereof.

1. Name of conveying party(ies): 08/16/01
THE CHASE MANHATTAN BANK, as Collateral Agent
 Individual Association
 General Partnership Limited Partnership
 Corporation-State
 Other: New York Banking Corporation
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
Name: Westinghouse Air Brake Company
Address: 1001 Air Brake Avenue
City: Wilmerding State: PA Zip: 15148

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other Termination of Security Interests recordal starting at Reel/Frame 1765/0656
Execution Date: May 1, 2001

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State Delaware
 Other
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.)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s)
A. Trademark Application No(s).
B. Trademark Registration No(s).
See attached schedule
Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Jody L. Burtner, Senior Paralegal
REED SMITH LLP
Address: P.O. Box 488
City: Pittsburgh State: PA Zip: 15230

6. Total number of applications and registrations involved: 80
7. Total fee (37 CFR 2.6(b)(6)): \$2,015.00
 Enclosed
 Authorized to be charged to deposit account
 Charge any deficiency to deposit account
8. Deposit account number:
18-0582
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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 and correct copy of the original document.
Jody L. Burtner [Signature] August 16, 2001
Name of Person Signing Signature Date
Total number of pages including cover sheet, attachments, and document: 143

Mail documents to be recorded with required cover sheet information to:
Director of the U.S. Patent and Trademark Office, Box Assignments
Washington, D.C. 20231

08/23/2001 LMUELLER 00000119 1020473
01 FC:481 40.00 OP
02 FC:482 1975.00 OP

Schedule II

Trademarks

1. See attached list of WABCO Trademarks (Exhibit A).
2. See attached lists of Pulse trademarks (Exhibit B)

PATENT

REEL: 9423 FRAME: 0494

Form 601 (0508) 12-8-84 Patent
June 28, 1995 40 CFR

TRADEMARK

REEL: 002350 FRAME: 0402

SCHEDULE II (EXHIBIT A)
W.A.B.CO. TRADEMARKS

COUNTRY	TRADEMARK	REGISTRATION	DATE
AUSTRALIA	COBRA	A123,251	05/19/55
	CW & GLOBE	A183,825	10/30/63
	CW & GLOBE	A194,575	05/10/65
	WABCO	A349,340	08/04/80
	WABCO	A349,339	08/04/80
	WABCO	A349,338	08/04/80
	WABCO	A349,337	08/04/80
	WABCO	A349,341	08/04/80
	WABCO & DESIGN	A179,971	04/30/63
	WABCO & DESIGN	A202,309	05/23/66
	WABCO & DESIGN	A179,970	04/30/63
	WABCO & DESIGN	A179,969	04/30/63
	WABCO & DESIGN	A179,968	04/30/63
	WABCO & DESIGN	A179,967	04/30/63
	WABCOPAC	A193,773	03/31/65
BENELUX	COBRA	039,162	06/18/71
	VAPOR	105,927	12/31/71
	VAPOR & DIAMOND DESIGN	106,940	12/30/71
BRAZIL	"BALANCE FLO"	810201194	03/27/84
	"BALANCE-FLO"	810062844	03/27/84
	"HSI"	810062836	11/13/84
	"HSI"	810201186	02/14/84
	"RESISTO-FLO"	810201208	09/20/83
	"RESISTO-FLO"	810062852	09/20/83
	CW	06447163	09/03/76
	CW & GLOBE	817027556	10/01/96
	INTERTWINED WA	003295257	07/17/16
	VAPOR & DIAMOND DESIGN	003005917	06/26/64
-	VAPOR & DIAMOND DESIGN	810665360	08/28/84
	VAPOR & DIAMOND DESIGN	003005925	06/26/64
	VAPOR & DIAMOND DESIGN	003005925	06/26/64
BULGARIA	CW & GLOBE	7831	10/20/70
CANADA	ALERTOR & DESIGN	142,097	10/01/65
	AQUAZONE	450,129	11/17/95
	CABAN DESIGN	110,412	05/30/58
	CARDWELL	UCA46779	02/12/53
	CINESTON	TMA271,962	08/20/82
	CIRC-U-LATIC & DESIGN	129,959	02/15/63
	COBRA	229,891	08/25/78
	COBRA	101,566	10/07/65
	COBRA & DESIGN	183,110	05/12/72

PATENT
REEL: 9423 FRAME: 0495

TRADEMARK
REEL: 002350 FRAME: 0403

CANADA	CW & GLOBE	136,867	08/07/64	
	DECELOSTAT	TMA272,160	08/27/82	
	DRYMOR	332,649	10/02/87	
	INTERTWINED WA	TMDA/04316	05/03/92	
	INTERTWINED WA in a Circle	TMDA 5937	03/13/97	
	MODULATIC	108,429	11/01/57	
	MODUZONE & DESIGN	102,890	03/16/56	
	THERM-O-MATIC	TMA216,758	10/22/76	
	UNIVERSAL	UCA47829	09/30/53	
	UNIVERSAL	169/37797	05/14/25	
	UNIZONE & DESIGN	104,269	08/31/56	
	VA-POWER & DESIGN	335,704	12/24/87	
	VAPOLEX	TMA279,959	06/03/83	
	VAPOR	445,616	07/28/95	
	VAPOR & DIAMOND DESIGN	UCA 32343	01/22/49	
	WABCOMATIC	289,065	03/23/84	
	WABCOPAC	129,919	02/15/63	
	CHILE	COBRA	458,869	01/14/76
		COBRA	470,929	10/17/86
	CHINA	CW & GLOBE	411,243	08/24/93
INTERTWINED WA		448,911	05/22/85	
CARDWELL		177,154	05/15/83	
CUBA	CW & GLOBE	177,155	05/15/83	
	UNIVERSAL	177,156	05/15/83	
	COBRA	96,904	05/12/59	
CZECH REPUBLIC	INTERTWINED WA	32,100	09/07/16	
	CW & GLOBE	161,843	10/02/70	
DENMARK	CW & GLOBE	161,843	10/02/70	
	VAPOR & DIAMOND DESIGN	1340/57	08/24/57	
EGYPT	VAPOR & DIAMOND DESIGN	09011/1992	10/02/92	
	CW & GLOBE	46,231	05/31/70	
FINLAND	VAPOR	35,872	11/12/60	
	B WITHIN O	1,626,939	12/18/89	
FRANCE	CIRC-U-LATIC & DESIGN	1,424,266	08/28/62	
	COBRA	1,568,484	01/04/90	
	CW & GLOBE	1,574,051	11/08/63	
	DOR-TROL & DESIGN	1,327,316	11/09/65	
	DOUBLE ARROW w/Pitchfork Sym.	1,348,789	02/12/76	
	STONE-VAPOR	1,480,533	08/02/68	
	VAPOR	1,243,682	10/22/58	
	VAPOR & DIAMOND DESIGN	1,243,681	10/22/58	
	VAPOR & DIAMOND DESIGN	93484250	09/20/93	
	GERMANY	COBRA	1,024,989	04/03/81
		CW & GLOBE	794,591	11/13/63
	HUNGARY	CW & GLOBE	638,456	11/17/70
CW & GLOBE		116,051	10/22/64	
INDIA	CW & GLOBE	113,744	10/14/70	
	CIRC-U-LATIC	211,843	10/16/62	
	CW & GLOBE	243,448B	08/02/67	
	INTERTWINED WA MONOGRAM	185,349	06/03/58	

INDIA	VAPOR & DIAMOND DESIGN	205,575	10/31/61
	WABCO	359,912	03/24/80
	WABCO	359,910	03/24/80
	WABCO	359,908	03/24/80
	WABCO & DESIGN	215,260	04/30/63
	WABCO & DESIGN	215,259	04/30/63
	WABCO & DESIGN	215,258	04/30/63
	WABCO & DESIGN	215,257	04/30/63
	WABCO & DESIGN	215,256	04/30/63
ITALY	COBRA	726,680	05/11/79
	CW & GLOBE	590,254	06/16/70
	CW & GLOBE	524,870	04/08/88
	VAPOR & DIAMOND DESIGN	685,232	11/23/94
	VAPOR & DIAMOND DESIGN	352,590	12/04/58
	WESTINGHOUSE AUTOMATION	195,701	02/20/64
JAPAN	CIRC-U-LATIC	2,187,617	11/28/89
	COBRA	483,964	07/15/56
	CW & GLOBE	1,648,171	01/26/84
	INTERTWINED WA	183,515	08/06/26
	INTERTWINED WA	2,230,782	05/31/90
	INTERTWINED WA	171,596	05/22/25
	VAPOR	1,545,567	10/27/82
	VAPOR & DIAMOND DESIGN	1,678,492	04/20/84
	VAPOR & DIAMOND DESIGN	1,910,287	11/27/86
	VAPOR & DIAMOND DESIGN	1,482,663	09/30/81
	SOUTH KOREA	INTERTWINED WA	91,203
INTERTWINED WA		96,127	10/28/83
VAPOR		81,219	02/03/82
VAPOR		84,827	10/27/82
VAPOR		82,145	05/04/82
VAPOR & DIAMOND DESIGN		82,146	05/04/82
VAPOR & DIAMOND DESIGN		81,220	02/03/82
VAPOR & DIAMOND DESIGN		90,136	04/20/83
CARDWELL		LSM/98/00084	02/28/67
COBRA		82,963	12/02/55
MEXICO	COBRA	85,184	06/15/56
	INTERTWINED WA	40,167	10/31/39
	PTC	449,569	03/01/89
	VAPOR	502,398	11/24/94
	VAPOR	495,921	05/19/95
	VAPOR	495,922	05/19/95
	VAPOR & DIAMOND DESIGN	236,904	07/26/79
	CW & GLOBE	74,548	10/09/63
NORWAY	VAPOR & DIAMOND DESIGN	134,219	11/17/88
PAKISTAN	INTERTWINED WA	29,200	06/02/58
	VAPOR & DIAMOND DESIGN	71328	03/11/80
PERU	COBRA	87,219	09/19/90
POLAND	CW & GLOBE	87234	10/15/93
PORTUGAL	VAPOR & DIAMOND DESIGN	42,824	08/11/61
	COBRA	143,282	07/19/68

3.

PATENT
REEL: 9423 FRAME: 0497

TRADEMARK
REEL: 002350 FRAME: 0405

PORTUGAL	CW & GLOBE	144,864	11/12/68
ROMANIA	CW & GLOBE	2R 6931	10/16/70
SLOVAK REP.	CW & GLOBE	161,843	10/02/70
SOUTH AFRICA	CARDWELL	67/0824	10/23/67
	CIRC-U-LATIC & DESIGN	94/3551	04/08/94
	CIRC-U-LATIC & DESIGN	62/2548/2	07/31/62
	CIRC-U-LATIC & DESIGN	62/2548/3	07/31/62
	COBRA	67/2680	06/26/67
	CW & GLOBE	63/3633	09/25/64
	VAPOR	3647/58/1	11/10/58
	VAPOR	3647/58/2	11/10/58
	VAPOR	73/0456	01/29/73
	VAPOR	94/3550	04/08/94
	VAPOR	3647/58/3	11/10/58
	VAPOR & DIAMOND DESIGN	92/9266	10/29/92
	VAPOR & DIAMOND DESIGN	92/9265	10/29/92
	VAPOR & DIAMOND DESIGN	3652/58/3	11/10/58
	VAPOR & DIAMOND DESIGN	3652/58/2	11/10/58
	VAPOR & DIAMOND DESIGN	3652/58/1	11/10/58
	VAPOR & DIAMOND DESIGN	92/9267	10/29/92
	VAPOR & DIAMOND DESIGN	73/0457	01/29/73
	WABCO	81/4033	05/21/81
	WABCO	80/1479	03/17/80
	WABCO	80/1480	03/17/80
	WABCO	80/1481	03/17/80
	WABCO	80/1482	03/17/80
	WABCO	80/1483	03/17/80
	WABCO	81/4032	05/21/81
	WABCO & DESIGN	63/1465/4	04/29/63
	WABCO & DESIGN	63/1465/3	04/29/63
	WABCO & DESIGN	77/2333	06/06/77
	WABCO & DESIGN	67/4023	09/12/67
	WABCO & DESIGN	63/1465/5	04/29/63
	WABCO & DESIGN	63/1465/1	04/29/63
	WABCO & DESIGN	63/1465/2	04/29/63
	WABCO WESTINGHOUSE	72/0319	01/07/72
	WABCO WESTINGHOUSE	72/0318	01/07/72
	WABCO WESTINGHOUSE	72/0317	01/07/72
	WABCO WESTINGHOUSE	72/0320	01/07/72
	WABCO WESTINGHOUSE	72/0321	01/07/72
	WABCO WESTINGHOUSE	72/0316	01/07/72
	WABCO WESTINGHOUSE	72/0315	01/07/72
	WABCO WESTINGHOUSE	72/0314	01/07/71
	WABCO WESTINGHOUSE	72/0313	01/07/72
NAMIBIA	CARDWELL	B77/510 (SWA)	08/03/77
SPAIN	COBRA	540,117	02/15/71
	INTERTWINED WA	334,569	10/08/59
	VAPOR & DIAMOND DESIGN	1,943,227	01/25/95
	VAPOR & DIAMOND DESIGN	1,943,228	01/25/95
SWAZILAND	CARDWELL	246/1977/SA	02/28/77

SWEDEN	COBRA	124,694	08/30/68
	CW & GLOBE	137,577	12/17/71
	INTERTWINED WA	85,612	09/19/58
	VAPOR & DIAMOND DESIGN	170,656	01/18/80
	VAPOR & DIAMOND DESIGN	171,538	03/21/80
SWITZERLAND	COBRA	276,168	06/24/55
	Pitchfork (WA Symbol)	271,639	09/10/74
	VAPOR & DIAMOND DESIGN	301,445	07/18/59
TAIWAN	CW & GLOBE	497,306	09/01/90
THAILAND	CW & GLOBE	53,350	06/01/70
UNITED	CIRC-U-LATIC	B841,522	11/09/62
KINGDOM	CIRC-U-LATIC & DESIGN	B837,599	08/01/69
	COBRA	742,377	05/16/55
	CW & GLOBE	B872,399	11/26/64
	DIAMOND DESIGN	B928,953	08/01/68
	DIAMOND DESIGN	B940,031	03/20/69
	DOR-TROL	960,088	05/22/70
	VAPOR	2,002,120	11/11/94
	VAPOR & DIAMOND DESIGN	766,436	06/11/57
	VAPOR TURBOTUBE	B856,104	11/04/63
	WABCO	1,154,776	05/28/81
	WABCO	1,130,971	03/26/80
	WABCO	1,130,970	03/26/80
	WABCO	1,154,777	05/28/81
	WABCO	1,130,967	03/26/80
	WABCO	1,130,968	03/26/80
	WABCO	1,130,969	03/26/80
	WABCO & DESIGN	848,381	04/29/63
	WABCO & DESIGN	848,382	04/29/63
	WABCO & DESIGN	848,380	04/29/63
	WABCO & DESIGN	848,379	04/29/63
	WABCO WESTINGHOUSE	B995,248	07/14/72
	WABCO WESTINGHOUSE	B995,249	07/14/72
	WABCO WESTINGHOUSE	B995,247	07/14/72
	WABCO WESTINGHOUSE	B995,246	07/14/72
	WABCO WESTINGHOUSE	B995,245	07/14/72
	WABCO WESTINGHOUSE	B995,244	07/14/72
	WABCO WESTINGHOUSE	B995,243	07/14/72
	WABCO WESTINGHOUSE	B995,242	07/14/72
USA	'RESISTO-FLO'	1,020,473	09/16/75
	ABDX	1,925,345	10/10/95
	ABDX-L	1,925,344	10/10/95
	AN OPEN AN SHUT CASE	1,857,210	10/04/94
	AQUAZONE	2,153,310	04/28/98
	ARMADILLO	1,909,793	08/08/95
	BALANCE FLO	1,205,328	08/17/82
	CINESTON & DESIGN	372,586	11/07/39
	CIRC-U-LATIC AND DESIGN	754,623	08/13/63
	COBRA	629,423	06/26/56
	COBRA & DESIGN	867,832	04/08/69

5.

PATENT
REEL: 9423 FRAME: 0499

TRADEMARK
REEL: 002350 FRAME: 0407

USA

CONSERVATIONIST	1,135,690	05/20/80
CW	1,294,963	09/11/84
CW & GLOBE	772,170	06/30/64
CW & GLOBE	832,110	07/18/67
DECELOSTAT	400,239	02/23/43
DOR-TROL AND DESIGN	757,667	10/01/63
DRYMOR	1,447,359	07/14/87
DUMPBUMP	2,164,398	06/09/98
EPIC	1,650,085	07/09/91
FUELLINK	1,536,241	04/25/89
FUELLINK	1,536,241	04/25/89
HI-R-TEMP	729,454	04/03/62
HSI	1,193,120	04/06/82
INTERTWINED WA	394,545	04/14/42
INTERTWINED WA	396,576	07/28/42
INTERTWINED WA	394,042	03/17/42
INTERTWINED WA	394,438	04/07/42
INTERTWINED WA	394,041	03/17/42
INTERTWINED WA	406,386	10/19/15
MERC	1,587,529	03/20/90
MODULATIC	615,782	11/08/55
MODULECTRIC AND DESIGN	683,597	08/18/59
O-B	577,255	07/14/53
OB & DESIGN	1,643,460	05/07/91
PACE SETTER	1,678,317	03/10/92
PLUS 1	1,020,424	09/16/75
POWER SETTER	1,121,350	07/03/79
PULSAR	1,553,550	08/29/89
PULSE	1,220,626	12/21/82
SMARTPACK	1,782,500	07/20/93
SUPERMAT	617,159	12/06/55
SW 800	1,691,385	06/09/92
THERM-O-MATIC	1,153,053	05/05/81
TMX	1,521,713	01/24/89
TRACER	1,807,238	11/30/93
TRAIN SENTRY	1,786,567	08/10/93
TRAINLINK	1,777,714	06/22/93
TRANS-LITE	1,730,333	11/03/92
TRAVELIFT	1,154,538	05/19/81
TUNDRA	1,308,833	12/11/84
TWIN CUSHION	948,115	11/28/72
UNIVERSAL	797,090	10/05/65
UNIVERSAL	197,108	04/07/25
VA-POWER	788,165	04/13/65
VAPOLEX	672,812	01/20/59
VAPOLEX	1,502,092	08/30/88
VAPOR	754,526	08/13/63
VAPOR	663,469	06/24/58
VAPOR AND DESIGN	669,175	11/04/58
VAPOR AND DESIGN	754,972	08/20/53

6.

PATENT

REEL: 9423 FRAME: 0500

TRADEMARK

REEL: 002350 FRAME: 0408

	VAPOR AND DESIGN	576,567	06/30/53
	VAPOR AND DESIGN	669,903	11/18/58
	VAPOR AND DESIGN	668,282	10/14/58
	VAPOR AND DESIGN	665,368	08/05/58
	VAPOR AND DESIGN	691,952	01/26/60
	VAPOR AND DESIGN	647,802	07/02/57
	VAPOR PACE SETTER AND DESIGN	871,744	06/24/69
	VAPOR TURBOTUBE AND DESIGN	722,235	10/03/61
	WAB-LINK	2,095,911	09/09/97
	WABCOPAC	1,259,930	12/06/83
	WABCOTITE	394,437	04/07/42
	WAUGH	973,846	11/27/73
	WAUGHMAT	912,547	06/08/71
VENEZUELA	INTERTWINED WA	37637-F	10/15/59
YUGOSLAVIA	VAPOR & DIAMOND DESIGN	15,270	12/23/61
ZAMBIA	CARDWELL	276/78	09/22/78
	CW & GLOBE	B382/65	06/25/65
ZIMBABWE	CW & GLOBE	749/97	05/05/97

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SCHEDULE II (EXHIBIT A)
 W.A.B.CO. PENDING APPLICATIONS

COUNTRY	MARK	SERIAL NO.	FILED
Canada	CLASS	825,906	10/15/96
Canada	SW 800	871,964	03/13/98
Canada	TWIN CUSHION	871,965	03/12/98
India	WABCO	359,909	03/24/80
India	WABCO	359,911	03/24/80
S. Korea	VAPOR	92-289	09/03/92
S. Korea	VAPOR & DIAMOND DESIGN	92-290	09/03/92
Mexico	DECELOSTAT	288,922	03/05/97

PATENT
 REEL: 9423 FRAME: 0502

TRADEMARK
 REEL: 002350 FRAME: 0410

SCHEDULE II (EXHIBIT B)
PULSE TRADEMARKS

COUNTRY	TRADEMARK	REGISTRATION	DATE
=====			
UNITED STATES			
	ARMADILLO	1,909,793	08/08/95
	FUELLINK	1,536,241	04/25/89
	PULSAR	1,553,550	08/29/89
	PULSE	1,220,626	12/21/82
	SMARTPACK	1,782,500	07/20/93
	TRAIN SENTRY	1,786,567	08/10/93
	TRAINLINK	1,777,714	06/22/93
=====			

PATENT
REEL: 9423 FRAME: 0503

TRADEMARK
REEL: 002350 FRAME: 0411

SCHEDULE II (EXHIBIT B)
PENDING PULSE TRADEMARKS

COUNTRY	MARK	SERIAL NO.	FILED
----- NONE -----			

PATENT

REEL: 9423 FRAME: 0504

** TOTAL PAGE. 04 **

TRADEMARK

REEL: 002350 FRAME: 0412

Schedule III

Copyrights

None

PATENT

REEL: 9423 FRAME: 0505

TRADEMARK

REEL: 002350 FRAME: 0413

Schedule IV

WABCO
RFPC
CARDWELL
UNIVERSAL
FAIVELEY
OHIO BRASS
AJAX
PULSE
MARK IV
VAPOR
COBRA

TERMINATION OF SECURITY INTEREST

WHEREAS, pursuant to the Intellectual Property Security Agreement dated as of June 30, 1998, which referenced the Credit Agreement dated as of June 30, 1998, (together the "SECURITY DOCUMENTS") by and among the grantors party thereto (each a "GRANTOR" and collectively, the "GRANTORS"), including Westinghouse Air Brake Company, a Delaware corporation, and The Chase Manhattan Bank, a New York banking corporation, as COLLATERAL AGENT, on behalf of itself and each other SECURED PARTY (and each of their successors and assigns) as defined in the SECURITY DOCUMENTS (the "AGENT") for the lenders referenced therein (the "LENDERS"), the AGENT was granted a security interest or lien, for the ratable benefit of the SECURED PARTIES, in the COLLATERAL defined in the SECURITY DOCUMENTS and including the COLLATERAL identified in Schedules I, II, III and IV attached hereto, said Intellectual Property Security Agreement being recorded at the United States Patent and Trademark Office starting at the following: Reel/Frame 9423/0239, on August 11, 1998 and 1765/0656, on August 11, 1998.

WHEREAS, all of the obligations and liabilities set forth in the SECURITY DOCUMENTS have been fully satisfied by GRANTORS; and

WHEREAS, the AGENT is willing to terminate and release any and all security interests or liens on any of the property or assets of GRANTORS, as set forth in the SECURITY DOCUMENTS, including the COLLATERAL identified in Schedules I, II, III and IV attached hereto.

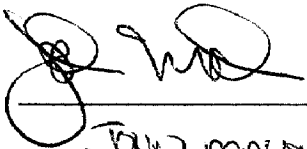
NOW, THEREFORE, intending to be legally bound hereby, the AGENT releases and terminates all security interests in or liens on the COLLATERAL identified in the SECURITY DOCUMENTS and including the COLLATERAL identified in Schedules I, II, III and IV attached hereto.

Further, the AGENT will execute any and all additional documents necessary to terminate and release all security interests in or liens on the COLLATERAL and deliver all such documents as GRANTORS shall request in order to evidence the

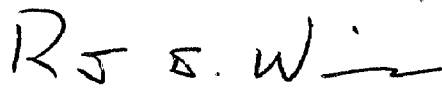
release of the AGENT'S lien on GRANTORS' COLLATERAL or other intellectual property.

IN WITNESS WHEREOF, the AGENT has caused this Termination Of Security Interest on GRANTORS' COLLATERAL to be executed by its officer thereunto duly authorized, as of the date written below.

THE CHASE MANHATTAN BANK, as
AGENT

By: 
Name: JOHN MALONE
Title: VICE PRESIDENT

Sworn to and subscribed before me
this 15TH day of MAY, 2001.


Notary Public

My Commission Expires:

