

Street Address: Two Lincoln Centre, Suite 200

5420 L.B.J. Freeway

City: Dallas

State: Texas ZIP: 75240

Entity:

Individual(s) citizenship Association
 General Partnership Limited Partnership
 Corporation-State New York
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached:

Yes No

(Designation must be a separate document from Assignment.)

3. Nature of Conveyance:

Assignment Change of Name
 Security Agreement Merger

Other _____

Execution Date: February 16, 2001

4. Application number(s) or registration number(s).
Additional sheet attached? Yes No

A. Trademark Appl. No.(s) B. Trademark Reg. No.(s)
 _____ 1,763,886; 857,336

Additional numbers attached? Yes No

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

Name: James W. McKee

Firm: Fay, Sharpe, Fagan,

Minnich & McKee, LLP

Address: 1100 Superior Avenue

Seventh Floor

City: Cleveland

State: Ohio ZIP: 44114-2518

6. Total number of applications and registrations involved: 2

7. Total fee (37 C.F.R. 3.41): \$ 65.00

Enclosed--- The Commissioner is hereby authorized to charge any additional fees which may be required or credit any overpayment to Deposit Account No. 06-0308.

Authorized to be charge to deposit account

8. Deposit Account Number (attach duplicate copy of this form if paying by Deposit Account): _____

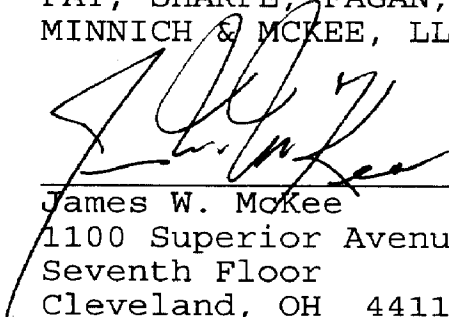
DO NOT USE THIS SPACE

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 copy of the original document.

Respectfully submitted,

FAY, SHARPE, FAGAN,
MINNICH & MCKEE, LLP



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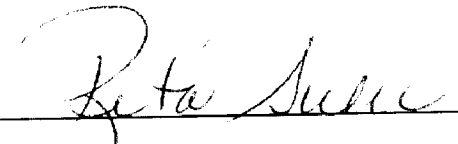
October 25, 2001

Date

Total number of pages including cover sheet, attachments, and document: 12

CERTIFICATE OF MAILING

I hereby certify that this RECORDATION FORM COVER SHEET (w/attached Assignment) is being deposited with the United States Postal Service as first class mail in an envelope addressed to: Commissioner of Patents and Trademarks, Washington, D.C. 20231, on October 25, 2001.

By 

**ASSIGNMENT AND GRANT OF SECURITY INTEREST IN
PATENTS AND TRADEMARKS**

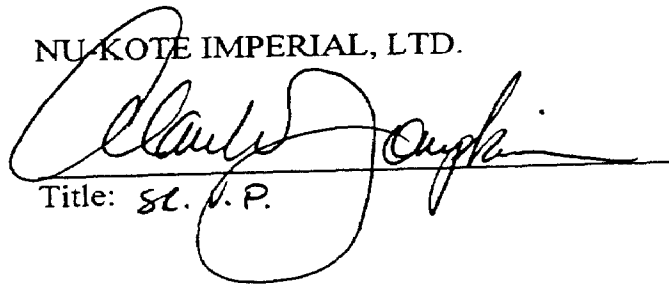
Dated as of February 16, 2001

WHEREAS, Nu-kote Imperial, Ltd. (the "**Pledgor**") is the owner of (i) the trademarks and service marks listed on Schedule A attached hereto, which marks are registered or have pending registrations in the United States Patent and Trademark Office or in a similar governmental agency in the foreign jurisdiction set forth on Schedule A attached hereto (all such trademarks, service marks, registrations and applications, collectively, the "**Trademarks**") and (ii) the patents listed on Schedule A attached hereto, which patents are registered or have pending applications in the United States Patent and Trademark Office or in a similar governmental agency in the foreign jurisdiction set forth on Schedule A attached hereto (all such patents, registrations and applications, collectively, the "**Patents**"); and

WHEREAS, it is a condition to the extension of credit under that certain Financing Agreement, dated as of even date herewith (as amended, restated, supplemented or otherwise modified from time to time, the "**Financing Agreement**"), among CIT Group/Business Credit, Inc. ("**CIT**"), with offices at Two Lincoln Centre, Suite 200, 5420 L.B.J. Freeway, Dallas, TX 75240, the Pledgor and the other parties thereto, that the Pledgor execute and deliver to CIT this Assignment;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, as security for the payment and performance of the Obligations (as defined in the Financing Agreement), the Pledgor does hereby assign and grant to CIT a security interest in all of its right, title and interest in and to the Trademarks and Patents, and the use thereof, together with all proceeds and products thereof and the goodwill of the business symbolized by the Trademarks and Patents. This Assignment has been given in conjunction with the assignment and security interest granted to CIT under the Financing Agreement, and the provisions of this Assignment are without prejudice to and in addition to the provisions of the Financing Agreement, which are incorporated herein by reference.

NU KOTE IMPERIAL, LTD.


Title: *CL. J. P.*

SCHEDULE A
to
Assignment and Grant of Security Interest in Patents and Trademarks

1. Trademarks

Trademark	Jurisdiction	Serial No.	Filing Date	Reg. No.	Reg. Date
ICMI	United States	74/240,373	01-27-1992	1,763,886	04-13-1993
NU-KOTE	United States	282,975	10-20-1967	857,336	09-24-1968

2. Patents

(A) WHOLLY OWNED PATENTS

Title	Jurisdiction	App. No.	Filing Date	Patent No.	Issue Date
Toner Supply Cartridge	United States	08/417,954	04-04-1995	5,548,384	08-20-1996
Toner Dispensing Cartridge	United States	08/405,305	03-16-1995	5,526,101	06-11-1996
Color Toner	United States	09/074,045	05-07-1998	5,998,079	12-07-1999
Color Toner Containing Sublimation Dyes for Use in Electrophotographic Imaging Devices	United States	09/071,590	05-01-1998	6,143,454	11-07-2000
Color Toner Containing Sublimation Dyes for Use in Electrophotographic Imaging Devices	United States	09/607,561	06-29-2000		
Ink Cassette and Ink Transfer Roll Therefor	United States	07/263,878	10-28-1988	4,940,345	07-10-1990
Ink Cassette With Control Means for Alternately Driving One of Two Spool Bearing Therein	United States	07/323,828	03-15-1989	5,005,999	04-19-1991
Wrap Brake Spring for the Take-Off Core of an Inked Ribbon Cartridge	United States	07/400,358	08-30-1989	5,044,795	09-03-1991
Ribbon Cassette and Protector	United States	07/565,996	08-10-1999	5,071,272	12-10-1991

Title	Jurisdiction	App. No.	Filing Date	Patent No.	Issue Date
Tape Feed Control Apparatus for a Correction Tape Cassette	United States	07/510,478	04-18-1990	5,083,877	01-28-1992
Ribbon Cartridge	United States	07/772,906	06-28-1991	5,131,769	07-21-1992
Apparatus and Method for Stuffing a Snailed Endless Ribbon into a Ribbon Cartridge	United States	07/666,386	03-18-1991	5,136,778	08-11-1992
Ribbon Cassette	United States	07/872,436	04-23-1992	5,224,785	07-06-1993
Ribbon Assembly Fixture with Integral Instructions and Method	United States	07/690,683	04-24-1991	5,254,193	10-19-1993
Ink Refill Bottle	United States	08/198,944	02-18-1994	5,949,461	09-07-1999
Re-Inkable Ribbon Cartridge	United States	08/180,719	01-13-1994	5,399,033	03-21-1995
Replacement Seal Assembly for a Toner Cartridge	United States	09/173,648	10-19-1998	6,044,238	03-28-2000
Method and Apparatus for Removing and Replacing a Wiper and a Corona Grid in a Toner Cartridge	United States	09/173,772	10-16-1998	6,079,084	06-27-2000
Ribbon for Non-Impact Printing of Magnetic Ink	United States	07/315,421	02-24-1989	5,041,331	08-20-1991
Ribbon for Non-Impact Printing of Magnetic Ink	United States	07/695,081	05-03-1991	5,118,348	06-02-1992
Print Ribbon Comprising a Frictional Back Layer	United States	830,834	07-13-1984	4,569,609	02-11-1986
Pressurized Ink Filling Method for Duo-Compartment Inkjet Printer	United States	60/239,088	10-06-2000		
Diaphragm/Check Valve Used in Inkjet Cassette to Air Removal for Extended Life Storage	United States	60/239,084	10-06-2000		
Septum Seal Plug Used in Inkjet Cassette to Remove Excess Air and Retain Vacuum to Increase Print Quality and Function	United States	60/239,085	10-06-2000		

Title	Jurisdiction	App. No.	Filing Date	Patent No.	Issue Date
Cyclic Mechanical Vacuum Degassing of Inkjet Ink to Increase Quality and Reliability	United States	60/239,086	10-06-2000		
Apparatus to Determine the Oxygen Level in Mechanically of Chemically Degassed Water Based Inkjet Ink	United States	60/239,082	10-06-2000		
Apparatus to Test the Flowability of Ink and Porous Members by Nozzle Group or Color, In Inkjet Cassettes	United States	60/239,089	10-06-2000		
Porous Ink Member Insertion Aid for Manual Assembly Used in Cassette for Inkjet Printers	United States	60/239,083	10-06-2000		
Geometric Ink Channels With Increased Flow Characteristics for Use in Cassettes for Inkjet Printers	United States	60/239,081	10-06-2000		
Multiple Chamber Cassette With Varying Porous Member Compression Used to Regulate Flow of Inks With Multiple Viscosity Ranges for Inkjet Printer	United States	60/239,087	10-06-2000		
Improved Inkjet Cassette Filling With Integrated Vacuum Degass and Oxygen Saturation Measurement as Process Control	United States	60/239,077	10-06-2000		
Improved Inkjet Ink Storage and Delivery System for Filling Unit	United States	60/239,078	10-06-2000		
United States	United States	60/239,079	10-06-2000		
Duo Chamber Inkjet Cassette	United States	60/239,080	10-06-2000		
Method of Making Duo Chamber Inkjet Cassette	United States	60/239,076	10-06-2000		

Title	Jurisdiction	App. No.	Filing Date	Patent No.	Issue Date
Maximum Liquid Level in Dual Chamber Inkjet Cassette to Control Head Pressure Effect on Ink Containing Metering Member in an Inkjet Printer	United States	60/239,073	10-06-2000		
Mechanical Seal Cap Assembly for Seal Grommet in Outlet Port of Dual Chamber Cassette Used in Inkjet Printer	United States	60/239,075	10-06-2000		
Ribbon Cartridge Having Removable Capstan	United States	919,537	10-16-1986	4,772,144	09-20-1988
Toner Cartridge With Slide Mechanism for Dispensing Toner	United States	08/084,290	06-28-1993	5,398,849	06-28-2013
Method for Refilling Ink-Jet Printer Cartridges	United States	08/223,768	04-06-1994	5,515,663	05-14-1996
Refill Assembly and System for Ink-Jet Printer Cartridges	United States	08/315,968	09-30-1994	5,531,055	07-02-1966
Toner Cartridge Seal	United States	07/997,691	12-28-1992	5,264,901	11-23-1993
Rejuvenated Organic Photoreceptor and Method	United States	07/085,988	07-01-1993	5,418,106	05-23-1995
Ink Refill Tank	United States	29/029,203	09-30-1994	D382,585	08-19-1997
Base Portion for Ink Refill Tank	United States	29/029,199	09-30-1994	D390,596	02-10-1998
Ink Cassette and Ink Transfer Roll Therefor	Austria			73397	03-15-1992
Color Toner	Canada	PCT/US99/0 9400	04-30-1999		
Color Toner Containing Sublimation Dyes for Use in Electrophotographic Imaging Devices	Canada	PCT/US99/0 9399	04-30-1999		
Re-Inkable Ribbon Cartridge	Canada	2,181,173	01/12/95		
Cartridge With Slide Mechanism for Dispensing Toner	Canada	2,164,499	06-28-1994		

Title	Jurisdiction	App. No.	Filing Date	Patent No.	Issue Date
Method for Refilling Ink-Jet Printer Cartridges	Canada	2,141,067	01-25-1995	2,141,067	07-25-2000
Rejuvenated Organic Photoreceptor and Method	Canada	2,126,891	06-28-1994		
Color Toner	Europe	99922755.6	04-30-1999		
Color Toner Containing Sublimation Dyes for Use in Electrophotographic Imaging Devices	Europe	99920178.3	04-30-1999		
Ink Cassette and Ink Transfer Roll Therefor	Europe	88202419	10-21-1988	EP0314254	03-11-1992
Print Ribbon Comprising a Frictional Back Layer	Europe	85107928	06-26-1985	EP0167932	07-23-1986
Cartridge With Slide Mechanism for Dispensing Toner	Europe	94921499	06-28-1994	EP0707717	
Magnetic Meltable Ink and Ribbon for Non-Impact Printing	France	90301979.2	02-23-1990	EP0384783	08-28-1996
Cartridge With Slide Mechanism for Dispensing Toner	France	94921499.3	06-28-1994	EP0707717	12-23-1998
Method for Refilling Ink-Jet Printer Cartridges	France	9503974	04-04-1995	9503974	04-25-1997
Ink Cassette and Ink Transfer Roll Therefor	Germany	EP0314254	10-21-1988	38690576	04-16-1992
Magnetic Meltable Ink and Ribbon for Non-Impact Printing	Germany	EP0384783	02-23-1990	69028227	08-28-1996
Cartridge With Slide Mechanism for Dispensing Toner	Germany	EP0707717	06-28-1994	69415529	12-23-1998
Method for Refilling Ink-Jet Printer Cartridges	Germany	19507823.3	02-21-1995		
Magnetic Meltable Ink and Ribbon for Non-Impact Printing	Italy	90301979.2	02-23-1990	EP0384783	08-28-1996
Cartridge With Slide Mechanism for Dispensing Toner	Italy	94921499.3	06-28-1994	EP0707717	12-23-1998

Title	Jurisdiction	App. No.	Filing Date	Patent No.	Issue Date
Method for Refilling Ink-Jet Printer Cartridges	Italy	MI95A00052 2	03-17-1995	01275930	10-24-1997
Multipart Continuous Form	Japan	196201/1981	12-04-1981		
Cartridge With Slide Mechanism for Dispensing Toner	Japan	7-502536	06-28-1994		
Cartridge With Slide Mechanism for Dispensing Toner	Liechtenstein	94921499.3	06-28-1994	EP0707717	12-23-1998
Cartridge With Slide Mechanism for Dispensing Toner	Switzerland	94921499.3	06-28-1994	EP0707717	12-23-1998
Magnetic Meltable Ink and Ribbon for Non-Impact Printing	United Kingdom	90301979.2	02-23-1990	EP0384783	08-28-1996
Cartridge With Slide Mechanism for Dispensing Toner	United Kingdom	94921499.3	06-28-1994	EP0707717	12-23-1998

(B) PATENTS JOINTLY OWNED WITH PELIKAN PRODUKTIONS AG
Nu-Kote Imperial, Ltd. is the owner of a one-half (1/2) undivided interest.

Title	Jurisdiction	App. No.	Filing Date	Patent No.	Issue Date
Ink Cartridge for Printers	United States	08/639,336	04-26-1996	5,847,735	12-08-1998
Ink Cartridge for Printers	United States	08/639,337	04-26-1996		
Ink Cartridge for a Printhead of an Inkjet Printer	United States	08/740,428	10-29-1996	5,917,525	06-29-1999
Ink Jet Cartridge With Membrane Valve	United States	08/761,541	12-06-1996	6,010,211	01-04-2000
Process for the Manufacture of a Foam Body for an Ink Cartridge	United States	08/886,332	07-01-1997	6,059,916	05-09-2000
Ink Cartridge for Printers	Canada	2197625	02-14-1997	2197625	10-26-1997
Ink Cartridge for Printers	Canada	2197626	02-14-1997	2197626	10-26-1997
Ink Jet Cartridge With Membrane Valve	Canada	2191548	11-28-1996	2191548	06-08-1997

Process for the Manufacture of a Foam Body for an Ink Cartridge	Canada	2206977	06-04-1997	2206977	01-02-1998
Ink Cartridge for Printers	Europe	97810198	04-07-1997	EP0803365	10-29-1997
Ink Cartridge for Printers	Europe	97810199	04-07-1997	EP0803366	10-26-1997
Process for the Manufacture of a Foam Body for an Ink Cartridge	Europe	97810401	06-24-1997	EP0816101	01-07-1998
Ink Jet Cartridge With Membrane Valve	France	9615007	12-06-1996	2191548	06-08-1997
Ink Cartridge for a Printhead of an Inkjet Printer	Germany	19618986	05-10-1996		
Ink Jet Cartridge With Membrane Valve	Germany	19554775	12-07-1995	19545775	03-25-1999
Process for the Manufacture of a Foam Body for an Ink Cartridge	Germany	19706266	02-18-1997		
Ink Jet Cartridge With Membrane Valve	Italy	96000993	12-06-1996	1289721	10-16-1998
Ink Jet Cartridge With Membrane Valve	United Kingdom	9625046	12-02-1996	2307886	04-21-1999