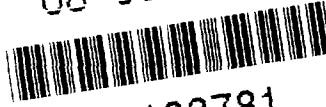


08-09-2002



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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

RE 1

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

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

1. Name of conveying party(ies):

CC3 ACQUISITION LLC

8-6-02

- Individual(s) Association General Partnership Limited Partnership Corporation-State Other Delaware limited liability company

MRO 8-6-02

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: THE BANK OF NEW YORK

Internal Address:

Street Address: ONE WALL STREET

City: NEW YORK State: NY Zip: 10286

- 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 (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: JULY 29, 2002

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

76346605, 76346604, 76213997, 76195636, 76055274, 76259914, 76167355

B. Trademark Registration No.(s)

2287562, 2002521

Additional number(s) attached Yes No

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

Name: John E. Ottaviani, Esq.

Internal Address:

Edwards & Angell, LLP

Street Address:

2800 Financial Plaza

City: Providence State: RI Zip: 02903

6. Total number of applications and registrations involved:

9

7. Total fee (37 CFR 3.41) \$ 240

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

500402

(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 copy of the original document.

John E. Ottaviani

Name of Person Signing

Signature

JULY 31, 2002

Date

Total number of pages including cover sheet, attachments, and document: 4

08/09/2002 GT0N11 00000009 76346605

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

01 FC:481 02 FC:482 40.00 DP 200.00 DP

TRADEMARK REEL: 002558 FRAME: 0910

GRANT OF SECURITY INTEREST (TRADEMARKS)

The undersigned, **CC3 ACQUISITION LLC**, a Delaware limited liability company (the "*Grantor*"), is obligated to **THE BANK OF NEW YORK**, as Administrative Agent (in such capacity, the "*Secured Party*"), CIT Lending Services Corporation, as Syndication Agent (in such capacity, the "*Syndication Agent*") and the lenders from time to time party to the Credit Agreement, dated as of July 29, 2002 (as amended, restated, supplemented or otherwise modified from time to time, the "*Credit Agreement*"), by and among the Grantor, the Syndication Agent, such lenders and the Secured Party, and pursuant to which the Grantor has entered into the Security Agreement, dated as of July 29, 2002 (as amended, restated, supplemented or otherwise modified from time to time, the "*Security Agreement*"), by and between the Grantor, CC3 Holdings LLC (the "*Parent*"), the subsidiaries of Grantor and the Parent from time to time party thereto and the Secured Party.

Pursuant to the Security Agreement, the Grantor has granted to the Secured Party for the benefit of the Secured Parties (as defined in the Security Agreement) a security interest in and to all of the right, title and interest of the Grantor in and to the trademarks listed on Schedule 1, which trademarks are registered in the United States Patent and Trademark Office (the "*Trademarks*"), together with the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof (the "*Collateral*"), to secure the prompt payment, performance and observance of the Obligations (as defined in the Security Agreement).

For good and valuable consideration, the receipt of which is hereby acknowledged, and for the purpose of recording the grant of the security interest as aforesaid, the Grantor does hereby further assign to the Secured Party for the benefit of the Secured Parties (as defined in the Security Agreement), and grant to the Secured Party for the benefit of the Secured Parties (as defined in the Security Agreement) a security interest in, the Collateral to secure the prompt payment, performance and observance of the Obligations (as defined in the Security Agreement).

The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Secured Party with respect to the assignment of and security interest in the Collateral made and granted hereby are set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

The Secured Party's address is: One Wall Street, New York, New York 10286.

Schedule 1
to
Grant of Security Interest (Trademarks)
Dated as of July 24, 2002

Trademark	Reg. No. / Serial No.	Reg. Date / Filing Date
CC3 (pending)	76/346605	December 7, 2001
CC3 and Design (pending)	76/346604	December 7, 2001
LEAPSUITE (pending)	76/167355	November 17, 2000
MCS/QUICKFORWARD (registered)	2287562	October 19, 1999
Docu-Gard* (pending)	76/213997	February 19, 2001
Laser-Gard* (pending)	76/195636	January 17, 2001
CALM* (pending)	76/055274	May 24, 2000
ON-DEMAND DR** (pending)	76/259914	May 21, 2001
Mail-Gard (registered)	2002521	September 24, 1996

* Intent-to-Use trademark application

** Amending from Principal Register to Supplemental Register.

Applicant: CC3 ACQUISITION LLC

Certificate of Mailing Under 37 C.F.R. §1.8(a)

The undersigned hereby certifies that this document is being placed in the United States mail with first-class postage attached, addressed to Box Assignments, Commissioner of Patents and Trademarks, Washington, DC 20231, on July 31, 2002.



Box Assignments
Commissioner of Patents and Trademarks
Washington, DC 20231

TRANSMITTAL SHEET

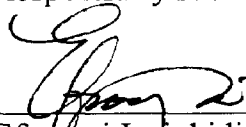
Dear Sir or Madam:

Enclosed with this Transmittal Sheet:

- Security Interest with Recordation form cover sheet
- Return Postcard

Enclosed is a check in the amount of \$240 to cover the filing fees. If any additional fee is required, applicant would respectfully request being contacted at the phone number listed below. A duplicate of this form is enclosed.

Respectfully submitted,


Efrasyne Iosiphidis, Trademark Paralegal
Edwards & Angell, LLP
2800 Financial Plaza
Providence, RI 02903
Tel: (401) 274-9200

xndd

Applicant: CC3 ACQUISITION LLC

Certificate of Mailing Under 37 C.F.R. §1.8(a)

The undersigned hereby certifies that this document is being placed in the United States mail with first-class postage attached, addressed to Box Assignments, Commissioner of Patents and Trademarks, Washington, DC 20231, on July 31, 2002 .



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Commissioner of Patents and Trademarks
Washington, DC 20231

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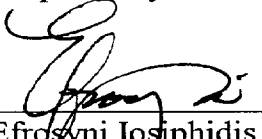
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