



09-27-2002



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

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

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

1. Name of conveying party(ies):

9-19-02

Harvey Research, Inc.

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

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

2. Name and address of receiving party(ies)

Name: Citizens Bank of Massachusetts

Internal  
Address:

Street Address: 53 State Street

City: Boston State: MA Zip: 02109

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other Massachusetts Bank

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 11, 2002

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,039,106 and 2,555,686

Additional number(s) attached  Yes  No

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

Name: Jason Mark Anderman, Esq.

Internal Address: GOODWIN PROCTER LLP

Street Address: Seven Becker Farm Road

City: Roseland State: NJ Zip: 07068

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41) \$ 65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

06-0923

(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.

Jason Mark Anderman, Esq.

Name of Person Signing

*Jason Mark Anderman*  
Signature

September 18, 2002

Date

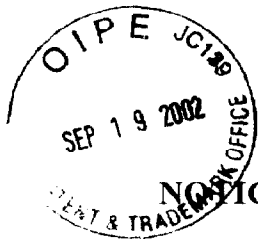
Total number of pages including cover sheet, attachments, and document: 6

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

09/26/2002 GTOM11 00000091 060923 2039106

01 FC:481 40.00 CH  
02 FC: 482 25.00 CH

TRADEMARK  
REEL: 002589 FRAME: 0180



## NOTICE OF GRANT OF SECURITY INTEREST IN SERVICE MARKS

Commissioner of Patents and Trademarks  
Box Assignments  
Washington, DC 20231

Ladies and Gentlemen:

Pursuant to a Conditional Assignment of Trademarks dated as of January 21, 2000, as amended and confirmed pursuant to an Agreement of Consent, Amendment and Confirmation of Conditional Assignment of Trademarks dated as of July 11, 2002, between HARVEY RESEARCH, INC., a Delaware corporation (“Harvey”) and CITIZENS BANK OF MASSACHUSETTS, a Massachusetts bank (the “Bank”), Harvey has granted to the Bank, a continuing security interest in and conditional assignment of its now owned and hereafter acquired registered trademarks and service marks and trademarks and service marks for which applications to register, and in the case of “intent to use” applications for which verified statements of use, have been filed and are pending or are hereafter filed with the U.S. Patent and Trademark Office (the “PTO”) or any other governmental authority, including but not limited to, those registered trademarks and service marks and trademark and service mark applications listed on Exhibit A attached hereto (as the same may be amended pursuant hereto from time to time); all re-issues, renewals and amendments thereof; all proceeds of infringement suits; the sole right to sue for past, present, future and threatened infringements of any of the foregoing; all rights corresponding to any of the foregoing throughout the world; and any royalties, licenses, fees, damages, proceeds, improvements and subsequent trademarks or service marks obtained in connection therewith (all of the foregoing being hereinafter collectively referred to as the “Trademarks”), together with a continuing security interest in and conditional assignment of all its right, title and interest in and to the goodwill of the business to which each of the Trademarks

relates, to have and to hold until the Obligations (as defined in such agreement) have been paid and performed in full. The security interests granted herein are granted in conjunction with the security interests granted by Harvey to the Bank in the Collateral defined and described under an Amended and Restated Security Agreement dated as of July 11, 2002 which, among other things, relate to the products sold under the Trademarks.

IN WITNESS WHEREOF, the parties hereto have caused their duly authorized officers to duly execute this Notice of Security Interest in Trademarks as of this 11<sup>th</sup> day of July, 2002.

HARVEY RESEARCH, INC.

CITIZENS BANK OF MASSACHUSETTS

By: \_\_\_\_\_  
Name:  
Title:

By: Joanne P. O'Keefe  
Name: Joanne O'Keefe  
Title: Vice President

THE COMMONWEALTH OF MASSACHUSETTS  
SUFFOLK COUNTY

On this 11<sup>th</sup> day of July, 2002, before me personally appeared Joanne O'Keefe, a Vice President of CITIZENS BANK OF MASSACHUSETTS, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person that executed this instrument, on behalf of said Massachusetts bank, and acknowledged said instrument so executed to be his free act and deed in said capacity and the free act and deed of said Massachusetts bank.

Notary Public: Maria J. Wilczonik  
My commission expires: June 25, 2001

STATE OF \_\_\_\_\_  
COUNTY OF \_\_\_\_\_, SS

On this \_\_\_\_ day of July, 2002, before me personally appeared the above named \_\_\_\_\_ of HARVEY RESEARCH, INC., a Delaware corporation, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person that executed this instrument, on behalf of said corporation, and acknowledged said instrument so executed to be his free act and the free act and deed of said corporation.

Notary Public: \_\_\_\_\_  
My commission expires: \_\_\_\_\_

IN WITNESS WHEREOF, the parties hereto have caused their duly authorized officers to duly execute this Notice of Security Interest in Trademarks as of this \_\_\_ day of July, 2002.

HARVEY RESEARCH, INC.

CITIZENS BANK OF MASSACHUSETTS

By: *William M. McBride*  
Name: William M. McBride  
Title: President

By: \_\_\_\_\_  
Name: Joanne O'Keeffe  
Title: Vice President

THE COMMONWEALTH OF MASSACHUSETTS  
SUFFOLK COUNTY

On this \_\_\_ day of July, 2002, before me personally appeared Joanne O'Keeffe, a Vice President of CITIZENS BANK OF MASSACHUSETTS, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person that executed this instrument, on behalf of said Massachusetts bank, and acknowledged said instrument so executed to be his free act and deed in said capacity and the free act and deed of said Massachusetts bank.

Notary Public: \_\_\_\_\_  
My commission expires: \_\_\_\_\_

STATE OF New York  
COUNTY OF Monroe, SS

On this 11<sup>th</sup> day of July, 2002, before me personally appeared the above named William M. McBride, President of HARVEY RESEARCH, INC., a Delaware corporation, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person that executed this instrument, on behalf of said corporation, and acknowledged said instrument so executed to be his free act and the free act and deed of said corporation.

Notary Public: *Frank T. Crego*  
My commission expires: 11/30/05

**FRANK T. CREGO**  
Notary Public in the State of New York  
Monroe County, Reg. # D2CR4501071  
Commission Expires November 30, 2005

Notary Public in the State of New York  
Monroe County, Reg. # D2CR4501071  
Commission Expires November 30, 20\_\_

## EXHIBIT A

### TRADEMARKS

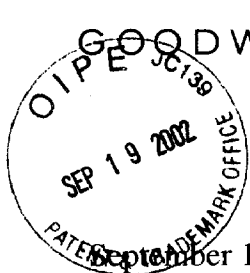
#### Trademarks

“AD-Q” registered on February 18, 1997, United States Patent and Trademark Office. Reg. No. 2,039,106.

“MAGTrack” registered on June 15, 1993, Trade Marks Registry (Britain and Northern Ireland). Reg. No. 1538540.

#### Service Marks

“Harvey” registered on April 2, 2002, United States Patent and Trademark Office. Reg. No. 2555686.



GOODWIN | PROCTER

Jason Mark Anderman  
973.994.7846  
janderman@  
goodwinprocter.com

Goodwin Procter LLP  
Counsellors at Law  
Seven Becker Farm Road  
Roseland, NJ 07068  
T: 973.992.1990  
F: 973.992.4643

September 18, 2002

Via Federal Express

Commissioner of Patents and Trademarks  
Box ASSIGNMENTS  
Washington, DC 20231

Re: Recordation of Security Interest  
Harvey Research, Inc./Citizens Bank of Massachusetts

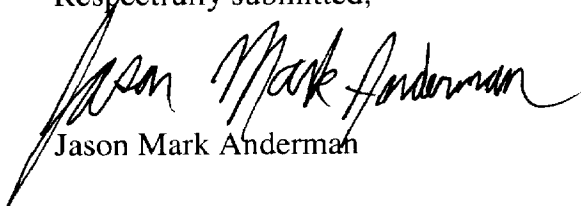
Dear Commissioner of Patents and Trademarks:

Enclosed please find for recordation in the Trademark Office, a Notice of Grant of Security Interest in Service Marks effective July 11, 2002 granted by Harvey Research, Inc. (the "Assignor"), in favor of Citizens Bank of Massachusetts (the "Secured Party"). Please record this Notice of Grant of Security Interest against the records of the Trademark Office for the trademarks listed on the Trademark Recordation Cover Sheet.

In connection with the Notice of Grant of Security Interest, enclosed please find the Recordation Cover Sheet, and a return postcard. The filing fee of \$90.00 associated with the recordation of the Notice of Grant of Security Interest, and any amounts due in excess of the filing fee, may be charged against the Goodwin Procter LLP Deposit Account No. 06-0923. A copy of this letter is enclosed.

Any questions relating to the enclosed information may be directed to the undersigned.

Respectfully submitted,



Jason Mark Anderman

JMA:kb  
Enclosures

LIBNJ/1108549.1

**TRADEMARK**  
**REEL: 002589 FRAME: 0186**



September 18, 2002

Jason Mark Anderman  
973.994.7846  
janderman@  
goodwinprocter.com

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Counsellors at Law  
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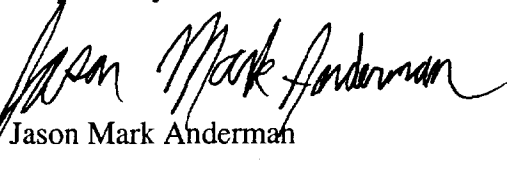
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