

11-06-2002



102273307

REGISTRATION FORM COVER SHEET
TRADEMARKS ONLY

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

U.S. Patent and Trademark Office: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Telect, Inc.

10.30.02

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

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: _____ October 24, 2002 _____

2. Name and address of receiving party(ies)
 Name: Bank of Amercia, N.A.
 Internal Address: WA-501-29-10
 Street Address: 800 Fifth Avenue, Floor 29
 City: Seattle State: WA Zip: 98104

Individual(s) citizenship _____
 Association National Banking Association
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 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 registration number(s):
 A. Trademark Application No.(s)
 SEE ATTACHED SCHEDULE

Additional number(s) attached Yes No

B. Trademark Registration No.(s)
 SEE ATTACHED SCHEDULE

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Jane Eckels
 Internal Address: Davis Wright Tremaine LLP
 Street Address: 1501 Fourth Avenue, Suite 2600
 City: Seattle State: WA Zip: 98101


6. Total number of applications and registrations involved: 29

7. Total fee (37 CFR 3.41).....\$ 740.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
 040258
 (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.

Jane Eckels  October 30, 2002
 Name of Person Signing Signature Date

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

OFFICE OF PATENT AND TRADEMARK RECORDS
FINANCE SECTION
2002 OCT 30 AM 8:29

11/05/2002 LNUELLER 00000100 2602730

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

01 FC:8521
02 FC:8522

40.00 DP
700.00 DP

<u>Trademark No.or Trademark Application No.</u>	<u>Description of Trademark</u>	<u>Date of Trademark or Date of Trademark Application</u>
2602730	MIX 56	7-30-02
2583072	CONNECTING THE WORLD AS ONE	6-18-02
2368832	MICA PEAK	7-18-00
2335116	STARDAX	3-28-00
2344176	FIBERLAN	4-18-00
2286106	TELEMIX	10-12-99
2173935	VERSAFRAME	7-14-98
2322677	CONNECTING THE FUTURE	2-29-00
2172152	SOFT LINXS	7-14-98
1921583	DNI	9-26-95
1547110	TELECT	7-11-89
76/324325	BLUE NICKEL	10-11-01
76/314786	CABLELINKS	9-18-01
76/305197	VECTOR	8-23-01
76/281661	LINXS	7-5-01
76/281660	LANLINXS	7-5-01
76/281659	EXCELLENT 84	7-5-01
76/227362	ADF	3-19-01
76/224299	DS-NEXT	3-13-01
76/203184	SURPRISE WITH GREATNESS	1-30-01
76/186997	WAVETRAX	12-26-00
76/186996	WAVETRAKS	12-26-00
75/921737	GIGAWAVE	2-17-00
75/921761	TERABAND	2-17-00
75/065639	NETSTER	2-29-96
75/065287	SURPRISE WITH GREATNESS	2-29-96
75/065285	SURPRISE WITH GREATNESS	2-29-96
74/490045	CIRCUIT SENTRY	2-10-94
74/092701	FACTS	8-30-90

**NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS**

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of October 24, 2002 (as amended, restated, modified, renewed, supplemented or extended from time to time, the "Security Agreement") made by Telect, Inc., a Washington corporation (the "Debtor") in favor of Bank of America, N.A., a national banking association (the "Secured Party"), the undersigned Debtor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to Secured Party:

TRADEMARKS

<u>Trademark No.</u>	<u>Description of Trademark</u>	<u>Date of Trademark</u>
2602730	MIX 56	7-30-02
2583072	CONNECTING THE WORLD AS ONE	6-18-02
2368832	MICA PEAK	7-18-00
2335116	STARDAX	3-28-00
2344176	FIBERLAN	4-18-00
2286106	TELEMIX	10-12-99
2173935	VERSAFRAME	7-14-98
2322677	CONNECTING THE FUTURE	2-29-00
2172152	SOFT LINXS	7-14-98
1921583	DNI	9-26-95
1547110	TELECT	7-11-89

TRADEMARK APPLICATIONS

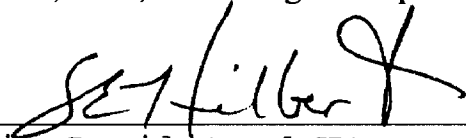
<u>Trademark Application No.</u>	<u>Description of Trademark Applied For</u>	<u>Date of Trademark Application</u>
76/324325	BLUE NICKEL	10-11-01

<u>Trademark Application No.</u>	<u>Description of Trademark Applied For</u>	<u>Date of Trademark Application</u>
76/314786	CABLELINKS	9-18-01
76/305197	VECTOR	8-23-01
76/281661	LINXS	7-5-01
76/281660	LANLINXS	7-5-01
76/281659	EXCELLENT 84	7-5-01
76/227362	ADF	3-19-01
76/224299	DS-NEXT	3-13-01
76/203184	SURPRISE WITH GREATNESS	1-30-01
76/186997	WAVETRAX	12-26-00
76/186996	WAVETRAKS	12-26-00
75/921737	GIGAWAVE	2-17-00
75/921761	TERABAND	2-17-00
75/065639	NETSTER	2-29-96
75/065287	SURPRISE WITH GREATNESS	2-29-96
75/065285	SURPRISE WITH GREATNESS	2-29-96
74/490045	CIRCUIT SENTRY	2-10-94
74/092701	FACTS	8-30-90

Debtor and Secured Party 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,

TELECT, INC., a Washington corporation

By 
 Its Vice President and CFO

Acknowledged and Accepted:

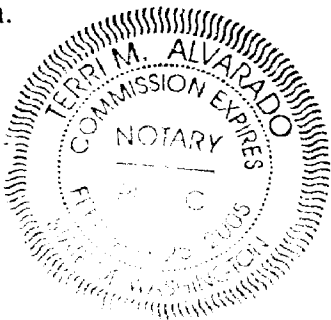
BANK OF AMERICA, N.A., a national
banking association

By *Shik Kelly Samples*
Its Senior Vice President

STATE OF WASHINGTON)
) ss.
COUNTY OF SPOKANE)

On this 24th day of October, 2002, before me, a Notary Public in and for the State of Washington, personally appeared **STANLEY E. HILBERT**, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person who executed this instrument, on oath stated that he/she was authorized to execute the instrument, and acknowledged it as the Vice President and CFO of TELECT, INC., a Washington corporation, to be the free and voluntary act and deed of said corporation for the uses and purposes mentioned in the instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year first above written.

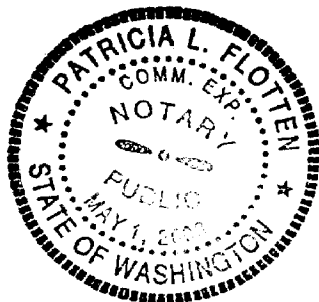


Terri M. Alvarado
NOTARY PUBLIC in and for the State of
Washington, residing at Spokane
My appointment expires 12/25/05

STATE OF WASHINGTON)
) ss.
COUNTY OF KING)

On this 25th day of October, 2002, before me, a Notary Public in and for the State of Washington, personally appeared **Sheila K. Samples**, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person who executed this instrument, on oath stated that he/she was authorized to execute the instrument, and acknowledged it as the Senior Vice President of BANK OF AMERICA, N.A., a national banking association, to be the free and voluntary act and deed of said national banking association for the uses and purposes mentioned in the instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year first above written.



Patricia L. Flotten
NOTARY PUBLIC in and for the State of
Washington, residing at Bothell
My appointment expires May 1, 2003