

04-07-2003

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4/17/03

To the Honorable Commissioner of Pa

102410467

Attached original documents or copy thereof.

1. Name of conveying party(ies):

Liontech Company
26750 Twenty Three Mile Road
Chesterfield, MI 48051-1956

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-State: Michigan
☐ Other _____

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

3. Nature of conveyances:

- ☐ Assignment ☐ Merger
☒ Security Agreement ☐ Change of Name
☐ Other _____

Execution Date: March 27, 2003

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

A. Trademark Application.(s)

SEE ATTACHED SCHEDULE A

2. Name and address of receiving party(ies):

Name: PNC Bank, National Association

Internal Address: _____

Street Address: 70 East 55th StreetCity: New York State: NY ZIP: 10022

- ☐ Individual(s) citizenship _____
☐ Association _____
☐ General Partnership _____
☐ Limited Partnership _____
☐ Corporation-State _____
☒ Other Financial Institution

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

B. Trademark registration No.(s)

SEE ATTACHED SCHEDULE A

Additional numbers attached? ☐ Yes ☐ No

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

Name: Federal Research Corporation

Internal Address: _____

Street Address: _____

Federal Research Company, LLC
1030 15th Street, NW, Suite 920
Washington, DC 20005City: Washingt

6. Total number of applications and registrations involved: _____

1

7. Total fee (37 CFR 3.41): _____ \$ 40⁰⁰

- ☐ Enclosed
☐ Authorized to be charged to deposit account

8. Deposit account number: _____

(Attach duplicate copy of this page if paying by deposit account)

04/08/2003 BYRNE 00000052 1791745

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40.00 DP

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

Steven J. Seif, Esq.

Name of Person Signing

Signature

April 3, 2003

Date

Total number of pages including coversheet, attachments and document: _____

6

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

SCHEDULE A

Schedule A to an Intellectual Property Assignment of Security dated March 27, 2003, by and between Liontech Company and PNC Bank, National Association, as Agent.

<u>REGISTRATION NO. OR APPLICATION NO.</u>	<u>REGISTRATION OR FILING DATE</u>	<u>MARK</u>
LIONTECH	1791745	9/7/93

INTELLECTUAL PROPERTY ASSIGNMENT OF SECURITY

WHEREAS, Liontech Company, a corporation formed under the laws of Michigan, located at 26750 Twenty-Three Mile Road, Chesterfield, MI 48051-1956 ("Guarantor"), has adopted, used and is using (i) the marks shown in the attached Schedule A (the "Marks") and (ii) the patents and patent applications shown in the attached Schedule B (the "Patents" and collectively with the Marks, the "Intellectual Property"), for which there are registrations, recordings or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A and Schedule B; and

WHEREAS, Guarantor is obligated to PNC Bank, National Association ("PNC") and various other financial institutions (collectively, "Lenders") and PNC as agent for Lenders ("Agent") pursuant to a certain (i) Guarantor Security Agreement, dated the date hereof, among Agent, Lenders and Guarantor and (ii) Grant of Security Interest in Patents, Trademarks and Licenses, dated the date hereof, made by Guarantor in favor of Agent (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements");

WHEREAS, pursuant to the Agreements, Guarantor is granting to Agent for its benefit and for the ratable benefit of Lenders a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefore; and

WHEREAS, pursuant to the Agreements, Guarantor is granting to Agent for its benefit and for the ratable benefit of Lenders a security interest in the Patents, all proceeds thereof, all rights corresponding thereto and all reissues, divisions, continuations, renewals, extensions and continuations-in-part thereof, and the recordings and applications therefore.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Guarantor does hereby assign unto Agent for its benefit and for the ratable benefit of Lenders and grant to Agent for its benefit and for the ratable benefit of Lenders a security interest in and to the Intellectual Property, together with the goodwill of the business symbolized by the Marks, and registrations and applications of the Intellectual Property, which assignment and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

Guarantor expressly acknowledges and affirms that the rights and remedies of Agent and Lenders with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: March 27, 2003

Witness:

Marcine C. Ryan

LIONTECH COMPANY

By: [Signature]
Name:
Its:

Witness:

Marcine C. Ryan

PNC BANK, NATIONAL ASSOCIATION, as
Agent

By: [Signature]
Name:
Its:

STATE OF NY)
) : SS.:
COUNTY OF NY)

On this 25th day of March, 2003, before me personally came DAVID J. KAS, to me known, who, being by me duly sworn, did depose and say that ~~s~~he is the V.P. of Liontech Company, the corporation described in and which executed the foregoing instrument; and that ~~s~~he signed ~~her~~his name thereto by order of the board of directors of said corporation.

Marianne C. Pryor
Notary Public

MARIANNE C. PRYOR
Notary Public, State of New York
Suffolk County No. 5012316
Certificate Filed in New York County
Commission Expires June 15, 2003

STATE OF NEW YORK)
) : SS.:
COUNTY OF NEW YORK)

On this 25th day of March, 2003, before me personally came THOMAS LORENZ, to me known, who, being by me duly sworn, did depose and say that ~~s~~he is the SR. VP of PNC Bank, National Association, the financial institution described in and which executed the foregoing instrument; and that ~~s~~he signed ~~her~~his name thereto by order of the board of directors of said financial institution.

Marianne C. Pryor
Notary Public

MARIANNE C. PRYOR
Notary Public, State of New York
Suffolk County No. 5012316
Certificate Filed in New York County
Commission Expires June 15, 2003

SCHEDULE B

Schedule B to an Intellectual Property Assignment of Security dated March 27, 2003 by and between Liontech Company and PNC Bank, National Association, as Agent

<u>APPLICATION. OR PATENT NO.</u>	<u>ISSUE OR FILING DATE</u>	<u>TITLE</u>
CONTROL OF MODEL VEHICLES ON A TRACK	5,749,547	5/12/1998
MODEL TRAIN HORN CONTROL SYSTEM	5,555,815	9/17/1996
MODEL TRAIN CONTROLLER USING ELECTROMAGNETIC FIELD BETWEEN TRACK AND GROUND	5,441,223	8/15/1995
MODEL TRAIN CONTROLLER FOR REVERSING UNIT	5,251,856	10/12/1993