

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
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<b>NATURE OF CONVEYANCE:</b>	Notice of Grant of Security Interest
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<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
SME Associates, LLC		04/25/2003	LTD LIAB JT ST CO: MISSOURI

<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	Bank of America, N.A., as Administrative Agent
<b>Street Address:</b>	231 South LaSalle Street
<b>Internal Address:</b>	IL 1-231-08-30
<b>City:</b>	Chicago
<b>State/Country:</b>	ILLINOIS
<b>Postal Code:</b>	60604
<b>Entity Type:</b>	national banking association: UNITED STATES

<b>PROPERTY NUMBERS Total: 1</b>		
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>
Serial Number:	76423710	SME ASSOCIATES

<b>CORRESPONDENCE DATA</b>	
<b>Fax Number:</b>	(919)286-8199
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
<b>Phone:</b>	9192868122
<b>Email:</b>	PTO_TMconfirmation@mvalaw.com
<b>Correspondent Name:</b>	Moore & Van Allen PLLC
<b>Address Line 1:</b>	2200 West Main Street
<b>Address Line 2:</b>	Suite 800
<b>Address Line 4:</b>	Durham, NORTH CAROLINA 27705

<b>ATTORNEY DOCKET NUMBER:</b>	017625-2358
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<b>NAME OF SUBMITTER:</b>	Steven D. Thomas
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Total Attachments: 4  
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**TRADEMARK  
 REEL: 002724 FRAME: 0523**

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NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

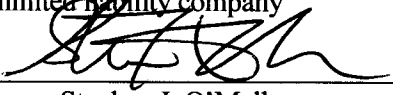
Please be advised that pursuant to the Security Agreement dated as of April 25, 2003 (the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A., as Administrative Agent (the "Administrative Agent") for the Lenders referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Administrative Agent for the ratable benefit of the Lenders:

<u>Trademark Applications No.</u>	<u>Trademark Applications</u> Description of Trademark <u>Applied For</u>	<u>Date of Trademark Applications</u>
76/432,710	SME ASSOCIATES, LLC	June 20, 2002

The Obligors and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademark application (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,

SME ASSOCIATES, LLC,  
a Missouri limited liability company

By:   
Name: Stephen J. O'Malley  
Title: Chief Executive Officer

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

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

The Obligors and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademark application (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,

SME ASSOCIATES, LLC,  
a Missouri limited liability company

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

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By: David A. Johanson  
Name: David A. Johanson  
Title: Vice President

**SME ASSOCIATES, LLC**  
**(a Missouri limited liability company)**

**U.S. Trademark**

**Pending Application**

<b>MARK</b>	<b>APPLICATION NO.</b>	<b>FILING DATE</b>
SME ASSOCIATES, LLC	76/423,710	June 20, 2002

(2)