



07-02-2003



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RECORDS TRADEMARKS ONLY

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

Tab settings

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

1. Name of conveying party(ies): Ecutel, Inc. 6-27-03
Individual(s) Association
General Partnership Limited Partnership
Corporation- Delaware
Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: McDonnell & Associates, L.P.
Internal Address:
Street Address: 7984 Georgetown Pike
City: McLean State: VA Zip: 22102
Individual(s) citizenship Association
General Partnership
Limited Partnership of Virginia
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 **See Attached

3. Nature of conveyance:
Assignment Merger
Security Agreement Change of Name
Other
Execution Date: 06/27/2003

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) 75/472,270
B. Trademark Registration No.(s) 2,591,098 and 2,620,245
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Jeffrey E. Jordan, Esq.
Internal Address:
Street Address: Arent Fox
1050 Connecticut Avenue, NW
City: Washington State: DC Zip: 20036-5339

6. Total number of applications and registrations involved: 3
7. Total fee (37 CFR 3.41) \$ 90.00
Enclosed
Authorized to be charged to deposit account
8. Deposit account number: 01-2300

DO NOT USE THIS SPACE

9. Signature.
Jeffrey E. Jordan, Esq. Signature Date June 27, 2003
Name of Person Signing

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

07/02/2003 ECOOPER 00000018 75472270
01 FC:8521 40.00 OP
02 FC:8522 50.00 OP

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

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

2. Name and address of receiving parties (continued):

Name: **McDonnell Charitable Foundation**
7984 Georgetown Pike
McLean, VA 22102
a corporation of Virginia

Name: **Jürgen Manchot**
Henkel KgAa
Henkelstrasse 67
D-40191 Dusseldorf
Germany
Individual citizen of Germany

TRADEMARK ASSIGNMENT

WHEREAS, Ecutel, Inc. (the “**Grantor**”) is the owner of the entire right, title and interest in and to the United States trademarks, tradenames and registrations listed on Schedule A attached hereto and made a part hereof, and all rights associated therewith (together with any hereafter acquired marks or names, the “**Trademarks**”), which are registered in the United States Patent and Trademark Office or, which are the subject of pending applications in the United States Patent and Trademark Office;

WHEREAS, McDonnell & Associates, L.P., a Virginia limited partnership, **McDonnell Charitable Foundation**, and **Jürgen Manchot**, identified as the “**Lenders**” under that certain Rider to Security Agreement - Trademarks (the “**Rider**”) of even date herewith (the “**Grantees**”) are desirous of acquiring or transferring to their designee said Trademarks;

WHEREAS, the Grantees have a security interest in the assets of the Grantor; and

WHEREAS, the Rider provides that this Assignment shall become effective upon the occurrence of an Event of Default (as defined in the Security Agreement, as amended, by and between the Grantor and the Grantees).

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, and intending to be legally bound hereby, the Grantor, its successors and assigns, does hereby collaterally transfer, assign and set over unto Grantees, their successors, transferees and assigns, all of its present and future right, title and interest in and to the Trademarks, the goodwill of the business associated with such Trademarks and all proceeds thereof and all rights and proceeds associated therewith.

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IN WITNESS WHEREOF, the undersigned has caused this Trademark Assignment to be executed by its duly authorized officer on this 10th day of October, 2002.

WITNESS:

By: Constance E. Sisk

ECUTED, INC.

By: Eric J. Giben
(SEAL)

Print Name: Constance E. Sisk

Print Name: Eric J. Giben

Title: _____

Title: VP / CFO

I hereby certify on behalf of the Lenders, that (i) an Event of Default (as defined in the aforementioned Security Agreement, as amended) has occurred, and (ii) the Lenders have elected to take or transfer to their designee possession of the Trademarks and is recording this Assignment in the United States Patent and Trademark Office.

MCDONNELL & ASSOCIATES, L.P.

27 June 2003

By: John McDonnell


Title: General Counsel to
McDonnell Holdings, Inc.
its corporate general partner

ACKNOWLEDGMENT

STATE OF VIRGINIA)
)
COUNTY OF FAIRFAX) ss:

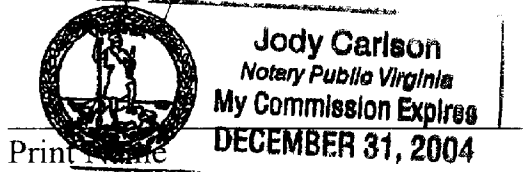
On this, the 10th day of October, 2002 before me a Notary Public, the undersigned officer, personally appeared Eric Gibson, who acknowledged himself to be the Chief Financial Officer of Ecutel, Inc., a Delaware corporation, and that he/she as such officer, being authorized to do so, executed the foregoing instrument for the purpose therein contained by signing the name of the Corporation.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



Notary Public

My commission expires:



SCHEDULE A TO RIDER TO SECURITY AGREEMENT - TRADEMARKS

<u>TRADEMARK</u>	<u>APPLICATION OR REGISTRATION NO.</u>	<u>COUNTRY</u>	<u>REGISTRATION OR FILING DATE</u>
ECUTEL	Reg. No. 2591098	USA	filed on Feb. 13, 2001 registered on April 16, 2002
VIATORES	Reg. No. 2620245	USA	filed Feb. 13, 2001 registered on Sept. 17, 2002
VIATORES	Application No. 75/472270	USA	filed April 22, 1998