



10-04-2002



102241769

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

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

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

1. Name of conveying party(ies):

PCD Acquisition L.L.C.

- 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: JPMorgan Chase Bank

Internal Address:

Street Address: 1166 Avenue of the Americas

City: New York State: NY Zip: 10036

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State a New York banking corporation, as administrative and collateral agent 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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: April 4, 2002

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2,288,732

Additional number(s) attached Yes No

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

Name: Rakesh Patel, Esq.

Internal Address: Kaye Scholer LLP

Street Address: 425 Park Avenue

City: New York State: Delaware Zip: 10022

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:

(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.

Johanne Rémy

Name of Person Signing

Signature

Sept 27, 2002

Date

Total number of pages including cover sheet, attachments, and document: 4

10/03/2002 DRYRNE 00000121 2288732

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

01 FC:481 02 FC:482

40.00 OP 25.00 OP

Doc # 30457659.PDF

OFFICE OF PUBLIC RECORDS 2002 SEP 30 PM 2:41 FINANCE SECTION

02/06/2003

02:30

SKADDEN ARPS → 919177772629P548800

NO. 055 00

04/22/02

17:34

SKADDEN ARPS → D

C

NO. 095 003

04/22/2002

16:57

SKADDEN ARPS → 913026513017P063660

NO. 014 003

04/22/02

10:40 FAX

118 780 0204


TINICUM INC

003

IN WITNESS WHEREOF, the undersigned authorized person has executed this Certificate of Amendment this day of April 22, 2002.

PCD ACQUISITION L.L.C.

By:



Name: Seth M. Haddon

Title: Authorized Person

**SECURITY AGREEMENT**

**(TRADEMARKS)**

WHEREAS, PCD Acquisition L.L.C., a Delaware limited liability company (herein referred to as "Grantor"), has adopted, used and is using the trademarks listed on the annexed Schedule 1 annexed hereto as part hereof, which trademarks are registered in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, Grantor is obligated to JPMorgan Chase Bank, a New York banking corporation, as administrative and collateral agent (referred to herein as the "Grantee") and the other Secured Parties as defined in the Omnibus Pledge and Security Agreement dated as of April 4, 2002 (the "Security Agreement") among Grantor, the other Pledgors named therein and the Grantee for the payment and performance of the Secured Obligations (as defined in the Security Agreement); and

WHEREAS, pursuant to the Security Agreement, Grantor has granted to Grantee a security interest in, and mortgage on, all right, title and interest of Grantor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks including, without limitation, any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Grantor does hereby further grant to Grantee a security interest in, and mortgage on, the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

Grantor does hereby further acknowledge and affirm that the rights and remedies of Grantee with respect to the assignment of, security interest in and mortgage on the Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

Grantee's address is 1166 Avenue of the Americas, New York, NY 10036.

IN WITNESS WHEREOF, Grantor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of the 4<sup>th</sup> day of April, 2002.

PCD ACQUISITION L.L.C.

By:

Name:

Title:

  
JOHN MENEOUGH

Pres/CEO

SCHEDULE 1 TO SECURITY AGREEMENT

TRADEMARKS

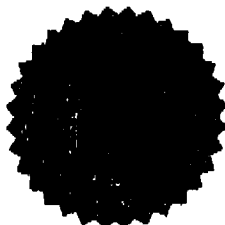
<u>Trademark</u>	<u>Reg. Date</u>	<u>Reg. No.</u>
<i>PCD Query</i> (stylized)	10/26/99	2,288,732
Palm Coast	11/5/96	2,013,924

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "PCD ACQUISITION L.L.C.", CHANGING ITS NAME FROM "PCD ACQUISITION L.L.C." TO "PALM COAST DATA LLC", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF APRIL, A.D. 2002, AT 5:30 O'CLOCK P.M.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

3490737 8100

AUTHENTICATION: 2212398

TRADEMARK

RECORDED: 02/20/2003

REEL: 002820 FRAME: 0579