

10-28-2003

Form PTO-1594

(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

OFFICE OF RECORD

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DEPARTMENT OF COMMERCE

Patent and Trademark Office

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

1. Name of conveying party(ies):

Heller Financial, Inc.

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

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

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other Trademark Release and Reassignment _____

Execution Date: May 9, 2003

2. Name and address of receiving party(ies)

Name: General Clutch Corp.

Internal Address: _____

Street Address: 200 Harvard Avenue

City: Stamford State: CT Zip: 06902

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State - New York
- 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)

B. Trademark Registration No.(s) 1788185 1823260
1512317 1282517

Additional number(s) attached Yes No

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

Name: Alaine C. Doolan

Internal Address: _____

Street Address: Robinson & Cole LLP

280 Trumbull Street

City: Hartford State: CT Zip: 06103

6. Total number of applications and registrations involved: _____

4

7. Total fee (37 CFR 3.41) \$115.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

18-1685

(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.

Alaine C. Doolan
Name of Person Signing

Signature

October 23, 2003
Date

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

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

10/27/2003 8TOM11 00000025 1788185

01 FC:8521 40.00 OP
02 FC:8522 75.00 OP

TRADEMARK RELEASE AND REASSIGNMENT

THIS TRADEMARK RELEASE AND REASSIGNMENT is made as of May 9, 2003, by HELLER FINANCIAL, INC., a Delaware corporation, as Agent (“Agent”).

WITNESSETH:

WHEREAS, Agent and General Clutch Corp., a New York corporation (“General Clutch”), are parties to a certain Trademark Security Agreement dated as of September 5, 1997, pursuant to which General Clutch granted a security interest to Agent in, among other things, the Trademarks (as defined below) as security for certain obligations owing by General Clutch to the financial institutions (collectively, the “Lenders”) from time to time party to that certain Credit Agreement dated as of September 5, 1997 (as the same has been amended, supplemented or otherwise modified and in effect) by and among General Clutch, Agent and such Lenders, including the Trademarks set forth on Exhibit A hereto; and

WHEREAS, the Trademark Security Agreement was recorded in the Trademark Division of the United States Patent and Trademark Office on September 19, 1997, at Reel 1634, Frame 0446; and

WHEREAS, General Clutch has requested and Agent has agreed that Agent release its security interest in the Trademarks and reassign the same to General Clutch;

NOW THEREFORE, for good and valuable consideration, receipt and sufficiency of which are hereby acknowledged:

1. Agent hereby releases its security interest in all of General Clutch’s right, title and interest in and to all of the following (collectively, the “**Trademark Collateral**”):

(a) each Trademark, Trademark registration and Trademark application, including, without limitation, the Trademarks, Trademark registrations (together with any reissues, continuations or extensions thereof) and Trademark applications referred to in Exhibit A annexed hereto, and all of the goodwill of the business connected with the use of, and symbolized by, each Trademark, Trademark registration and Trademark application;

(b) each Trademark license and all of the goodwill of the business connected with the use of, and symbolized by, each Trademark license; and

(c) all products and proceeds of the foregoing, including, without limitation, any claim by General Clutch against third parties for past, present or future (a) infringement or dilution of any Trademark or Trademark registration including, without limitation, the Trademarks and Trademark registrations referred to in Exhibit A annexed hereto, the Trademark registrations issued with respect to the Trademark applications referred in Exhibit A and the Trademarks licensed under any Trademark license or (b)

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injury to the goodwill associated with any Trademark, Trademark registration or Trademark licensed under any Trademark license.

2. Agent hereby reassigns, grants and conveys to General Clutch, without any representation, recourse or undertaking by Agent, all of Agent's right, title and interest in and to the Trademark Collateral.

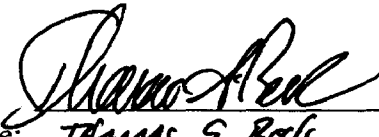
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[Signature Page Follows]*

Trademark Release and Reassignment

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IN WITNESS WHEREOF, Agent has caused this Trademark Release and Reassignment to be duly executed by its duly authorized officer as of the day and year first above written.

HELLER FINANCIAL, INC., a Delaware corporation, as Agent

By: 
Name: THOMAS S. BODE
Title: DUY AUTHORIZED SIGNATORY

Trademark Release and Reassignment

TRADEMARK
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EXHIBIT A

TRADEMARK REGISTRATIONS

<u>Trademark Description</u>	<u>U.S. Serial/Registration No.</u>	<u>Date Registered</u>
VERSARAIL	1788185	08/17/93
EXPRESSLY YOURS and Design	1823260	02/22/94
ROLLEASE	1512317	11/15/88
GC-40	1282517	06/19/84

TRADEMARK APPLICATIONS

<u>Trademark Application Description</u>	<u>U.S. Application No.</u>	<u>Date Applied</u>
NONE		

Trademark Release and Reassignment