

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)

RECORDATION FORM COVER SHEET 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):

Fleet National Bank

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

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

2. Name and address of receiving party(ies)

Name: Citizens Bank of Massachusetts

Internal Address: _____

Street Address: 28 State Street, FL 13

City: Boston State: MA Zip: 02109-1775

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- 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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Appointment of Agent
- Merger
- Change of Name

Execution Date: November 17, 2003

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

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) 76/183020

2547289, 76/183021

Additional number(s) attached Yes No

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

Name: Tom Kulik

Internal Address: _____

Street Address: 2001 Ross Ave., Suite 3000

City: Dallas State: TX Zip: 75201

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:

50-2816

DO NOT USE THIS SPACE

9. Signature.

Tom Kulik
Name of Person Signing

Signature

November 5, 2004
Date

Total number of pages including cover sheet, attachments, and document: 5

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

CH \$90.00 602816 76183020

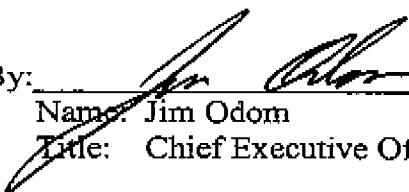
APPOINTMENT OF AGENT

Reference is made to that certain \$50,000,000 Secured Revolving Credit and Term Loan Facility Agreement dated as of March 26, 1999 among Fleet National Bank (f/k/a BankBoston, N.A.), as Agent, Martin Group, Inc. (f/k/a Martin and Associates, Inc.) (the "Borrower"), and Fleet National Bank, Citizens Bank of Massachusetts and U.S. Bank National Association (collectively, the "Lenders") (as amended from time to time, the "Loan Agreement"). Capitalized terms used herein without definitions shall have the meanings assigned to them in the Loan Agreement.

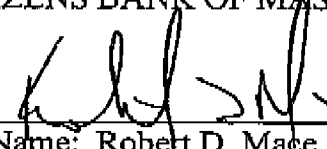
Pursuant to Section 8.12 of the Loan Agreement, the undersigned Borrower and the Required Lenders hereby accept the resignation of Fleet National Bank as Agent under the Loan Agreement and the Loan Documents, and the Required Lenders hereby appoint Citizens Bank of Massachusetts as successor Agent thereunder, effective as of acceptance of appointment by a successor Agent under the Loan Agreement. The Borrower hereby approves the appointment of Citizens Bank of Massachusetts as successor Agent. Citizens Bank of Massachusetts hereby accepts such appointment and agrees to act as the Agent under the Loan Agreement and the Loan Documents, effective as of the execution and delivery of this document by the Required Lenders and the Borrower, and Citizens Bank of Massachusetts shall be and act as the "Agent" under the Loan Agreement and all of the Loan Documents and all references therein to the "Agent" shall hereinafter refer to Citizens Bank of Massachusetts. Notwithstanding the above, the provisions of Sections 8 and 9.3 of the Loan Agreement with respect to Fleet National Bank, as Agent, shall survive the resignation by Fleet National Bank, as Agent.

Dated as of November 17, 2003.

MARTIN GROUP, INC.


By: 
Name: Jim Odom
Title: Chief Executive Officer

CITIZENS BANK OF MASSACHUSETTS

By: 
Name: Robert D. Mace
Title: Vice President

(signatures continued)

FLEET NATIONAL BANK

By: 

Name: C. Christopher Smith
Title: Authorized Officer

U.S. BANK NATIONAL ASSOCIATION

By: 

Name: David Y. Kopolow
Title: Vice President
Special Assets Group

Exhibit of Registration and Applications

Applications

Registrations

76/183020

2547289

76/183021