

Form PTO-1594
(Rev. 08/01)
OMB No. 0651-0027 (exp. 5/31/2002)

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. 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.

<p>1. Name of conveying party(ies): <u>Banday, Inc.</u></p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State (Province of Ontario) <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies) Name: <u>The Toronto-Dominion Bank</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>ID Commercial Banking, 100 Wellington Street West, 26th Floor</u></p> <p>City: <u>Toronto</u> State: <u>Ontario</u> Zip: <u>M5K 1A2</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input type="checkbox"/> Corporation-State _____ <input checked="" type="checkbox"/> Other <u>Bank</u></p> <p><small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</small></p>
<p>3. Nature of conveyance: <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>September 1, 2005</u></p>	

<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s) <u>2,977,187</u> <u>2,931,338</u> <u>2,814,711</u></p>	<p>B. Trademark Registration No.(s)</p>
<p>Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Frances M. Thackston, Legal Assistant</u></p> <p>Internal Address: _____</p> <p><u>Robinson, Bradshaw & Hinson, P.A.</u></p> <p>Street Address: <u>101 N. Tryon Street, Suite 1900</u></p> <p>City: <u>Charlotte</u> State: <u>NC</u> Zip: <u>28246</u></p>	<p>6. Total number of applications and registrations involved: 3</p> <p>7. Total fee (37 CFR 3.41) <u>\$90.00</u></p> <p><input type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account <u>payment via visa - see attached authorization</u></p> <p>8. Deposit account number: _____</p> <p>(Attach duplicate copy of this page if paying by deposit account)</p>
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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.

Frances M. Thackston, Legal Assistant Frances m. Thackston October 7, 2005
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and documents: _____

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

OP \$90.00 2977187

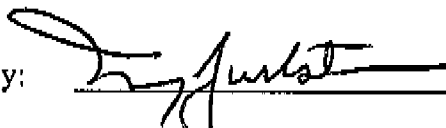
**ASSIGNMENT AND GRANT OF SECURITY INTEREST
IN PATENTS AND TRADEMARKS**

WHEREAS, BARRDAY, INC. (the "Pledgor") is the owner of the trademarks and service marks listed on Schedule A attached hereto, which marks are registered or have pending registrations in the U.S. Patent and Trademark Office as set forth on Schedule A attached hereto (all such trademarks, service marks, registrations and applications, collectively, the "Trademarks") and is the owner of the patents listed on Schedule A attached hereto, which patents are registered or have pending applications in the U.S. Patent and Trademark Office as set forth on Schedule A attached hereto (all such patents, registrations and applications, collectively, the "Patents"); and

WHEREAS, the Pledgor has entered into a General Security Agreement (as amended, modified, restated or supplemented from time to time, the "Security Agreement"), dated as of September 1, 2005, in which the Pledgor has agreed with The Toronto-Dominion Bank (the "Bank"), with offices at TD Commercial Banking, 100 Wellington Street West, 26th Floor, Toronto, Ontario M5K 1A2, to execute this Assignment;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, as security for the payment and performance of its obligations under the Security Agreement, the Pledgor does hereby assign and grant to the Bank a security interest in all of its right, title and interest in and to the Trademarks and the Patents, and the use thereof, together with all proceeds and products thereof and the goodwill of the businesses symbolized by the Trademarks and the Patents. This Assignment has been given in conjunction with the assignment and security interest granted to the Bank under the Security Agreement, and the provisions of this Assignment are without prejudice to and in addition to the provisions of the Security Agreement, which are incorporated herein by this reference.

BARRDAY, INC.

By: 
Title: Chief Executive Officer

TRADEMARKS AND TRADEMARK APPLICATIONS

<u>Pledgor</u>	<u>Mark</u>	<u>Application or Registration No.</u>	<u>Country</u>	<u>Issue or Filing Date</u>
Barrday, Inc.	<u>SENTINEL®</u>	<u>2,977,187</u>	USA	February 5, 2003
Barrday, Inc.	<u>BARRTEX®</u>	<u>2,931,338</u>	USA	March 4, 2003
Barrday, Inc.	<u>ARGUS®</u>	<u>2,814,711</u>	USA	February 12, 2003

PATENTS AND PATENT APPLICATIONS

<u>Pledgor</u>	<u>Application or Registration No.</u>	<u>Country</u>	<u>Inventor</u>	<u>Issue or Filing Date</u>
Barrday, Inc.	US 6861378 B2	USA		May 1, 2002
Barrday, Inc.	4780351	USA		August 20, 1987

Province of Ontario

City of Toronto

Before me appeared Michael Buekstein, the person who signed this instrument, who acknowledged that he/she signed it as a free act on his/her own behalf or on behalf of the identified corporation or other juristic entity with authority to do so.

This 1st day of September, 2005.

J. Grace Perry
Notary Public in and for the Province
of Ontario

(Seal)

My Commission Expires: Na