

12-30-2005

RECOF
TR



103147505

To the Director of the U. S. Patent and Trademark Office: Please record the assignment, mortgage, or the new address(es) below.

1. Name of conveying party(ies):

Spectracom Corporation

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

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) 12/19/2005

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: HSBC Bank USA, National Association

Internal

Address: _____

Street Address: One HSBC Plaza, 5th Floor

City: Rochester

State: New York

Country: USA Zip: 14639

- Association Citizenship USA
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship _____
- Other _____ Citizenship _____

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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,821,018

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):
Ageless®

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

Name: Phillips Lytle LLP

Internal Address: Attn: Victoria L. Grady, Esq.

Street Address: 1400 First Federal Plaza

City: Rochester

State: New York Zip: 14614

Phone Number: 585/238-2000

Fax Number: 585/232-7866

Email Address: vgrady@phillipslytle.com

6. Total number of applications and registrations involved:

7

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 190.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number _____

Authorized User Name _____

9. Signature:

Signature

12/19/2005

Date

Victoria Lyn Grady, Esq.

Name of Person Signing

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

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK
REEL: 003280 FRAME: 0593

OFFICE OF PUBLIC RECORDS
2005 DEC 27 AM 9:33
FINANCE SECTION
12/28/2005 EBCDPER 00004132 2821018
01 FC:8521
02 FC:8522

50-26-2/

**ADDITIONAL SHEET FOR
RECORDATION FORM COVER SHEET FOR TRADEMARKS**

Continuation of Item 4:

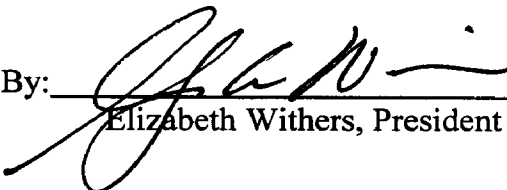
<u>TRADEMARK</u>	<u>REGISTRATION NUMBER</u>
Spectracom®	1,128,181
NetClock®	1,761,158
TimeView®	2,914,192
TimeGuard®	1,921,638
Legally Traceable Time®	2,863,844
TimeTap®	1,900,479

NOTICE OF SECURITY INTEREST

Notice is hereby given that **SPECTRACOM CORPORATION**, a New York corporation, with its principal place of business located at 95 Methodist Hill Drive, Rochester, New York 14623 ("Company") has granted a security interest to **HSBC BANK USA, NATIONAL ASSOCIATION**, with an office at One HSBC Plaza, 5th Floor, Rochester, New York ("Bank"), in and to all of the trademarks listed on Schedule A and the applications, registrations and goodwill associated therewith, pursuant to an agreement between Company and Bank dated of even date herewith and as the same may be amended or supplemented from time to time.

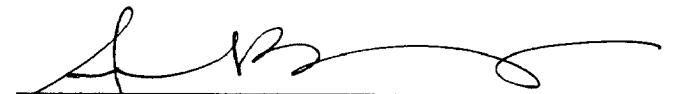
Dated: December 19, 2005

SPECTRACOM CORPORATION

By: 
 Elizabeth Withers, President

STATE OF NEW YORK)
 COUNTY OF MONROE) SS.:

On the 19th day of December in the year 2005, before me, the undersigned, a notary public in and for said state, personally appeared Elizabeth Withers, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her capacity, and that by her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.


 Notary Public

ROCH Doc. # 99843.4

AMBER M. BARNEY
 Notary Public, State of New York
 Monroe County
 Reg. #02BA6020971
 Commission Expires March 8, 2007

TRADEMARK
REEL: 003280 FRAME: 0595

SCHEDULE A

TO NOTICE OF SECURITY INTEREST IN TRADEMARKS

<u>TRADEMARK</u>	<u>APPLICATION NUMBER</u>	<u>REGISTRATION NUMBER</u>	<u>FILING/REGISTRATION DATE</u>
Ageless®		2,821,018	3/9/2004
Spectracom®		1,128,181	12/25/1979
NetClock®		1,761,158	3/30/1993
TimeView®		2,914,192	12/28/2004
TimeGuard®		1,921,638	9/26/1995
Legally Time®	Traceable	2,863,844	4/25/2003
TimeTap®		1,900,479	6/20/1995

ROCH Doc. # 99843.4