

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Combined Systems, Inc.	FORMERLY Combined Tactical Systems, Inc.	04/06/2006	CORPORATION: NEW YORK

**RECEIVING PARTY DATA**

<b>Name:</b>	NewStar Financial, Inc., as Agent
<b>Street Address:</b>	500 Boylston Street
<b>Internal Address:</b>	Suite 1600
<b>City:</b>	Boston
<b>State/Country:</b>	MASSACHUSETTS
<b>Postal Code:</b>	02116
<b>Entity Type:</b>	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 5**

Property Type	Number	Word Mark
Serial Number:	78846350	FLARE-BANG
Registration Number:	2119308	TRIPLE-PHASER
Registration Number:	2300540	JET LITE
Registration Number:	2978387	VENOM
Registration Number:	2960810	MINI BANG

**CORRESPONDENCE DATA**

Fax Number: (617)526-9899  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Email: cslattery@proskauer.com  
 Correspondent Name: Christine Slattery  
 Address Line 1: One International Place  
 Address Line 2: Proskauer Rose LLP  
 Address Line 4: Boston, MASSACHUSETTS 02110

CH \$140.00 78846350

ATTORNEY DOCKET NUMBER:	54154/005
NAME OF SUBMITTER:	Christine Slattery
Signature:	/s/ Christine Slattery
Date:	04/10/2006
Total Attachments: 4 source=CombinedSystemsTM#page1.tif source=CombinedSystemsTM#page2.tif source=CombinedSystemsTM#page3.tif source=CombinedSystemsTM#page4.tif	

**MEMORANDUM OF TRADEMARK AND SERVICE MARK SECURITY INTEREST**

This Memorandum is dated as of April 6, 2006 between Combined Systems, Inc., a New York corporation (the “**Mark Owner**”), and NewStar Financial, Inc., as agent (“**Secured Party**”) for NewStar Warehouse Funding 2005 LLC and the other Lenders party thereto from time to time (collectively, the “**Lenders**”).

1. Pursuant to each of the (a) the Credit Agreement dated as of April 6, 2006, among the Mark Owner, CTS-CSI Holdings, Inc., a Delaware corporation (“**Holdings**”) and the Secured Party, as agent for the Lenders, and (b) the Pledge and Security Agreement dated as of April 6, 2006, (the “**Pledge and Security Agreement**”), among the Mark Owner, Holdings and the Secured Party, the Mark Owner has granted to the Secured Party a security interest in the trademark and service mark registrations and applications listed in Exhibit A attached hereto and made a part hereof, in the name of the Mark Owner, together with the registrations thereof and goodwill symbolized thereby (collectively, the “**Collateral**”).


2. The Mark Owner is the exclusive owner of all rights in the Collateral, including all rights to prosecute for unconsented use and infringement thereof. The Mark Owner has the capacity to grant to the Secured Party the security interests granted under the Pledge and Security Agreement.

*[remainder of page is intentionally left blank]*

The Mark Owner and the Secured Party have executed this Memorandum effective as of the date first above written.

Mark Owner:

COMBINED SYSTEMS, INC.

By   
Name: Michael A. Monteleone  
Title: Vice President

Secured Party:

NEWSTAR FINANCIAL, INC.

By:

By:

By \_\_\_\_\_  
Name:  
Title:

The Mark Owner and the Secured Party have executed this Memorandum effective as of the date first above written.

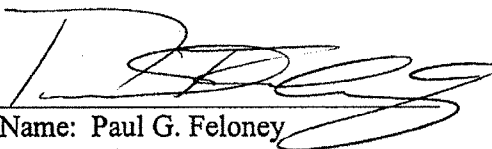
Mark Owner:

Secured Party:

COMBINED SYSTEMS, INC.

NEWSTAR FINANCIAL, INC.

By \_\_\_\_\_  
Name: Michael A. Monteleone  
Title: Vice President

By   
Name: Paul G. Feloney  
Title: Director

Signature Page for Memorandum of Trademark Security Interest

**TRADEMARK**  
**REEL: 003285 FRAME: 0584**

**UNITED STATES TRADEMARK REGISTRATIONS**

<b>Serial No.</b>	<b>Registration No.</b>	<b>Registration Date</b>	<b>Mark</b>	<b>Owner</b>
75/157,441	2,119,308	12/9/1997	TRIPLE-PHASER	Combined Systems, Inc.
75/374,883	2,300,540	12/14/1999	JET LITE	Combined Systems, Inc.
78/185,027	2,978,387	07/26/2005	VENOM	Combined Systems, Inc.
78/203,999	2,960,810	06/07/2005	MINI BANG	Combined Systems, Inc. f/k/a Combined Tactical Systems, Inc.

**UNITED STATES TRADEMARK APPLICATIONS**

<b>Serial No.</b>	<b>Filing Date</b>	<b>Published For Opposition</b>	<b>Mark</b>	<b>Owner</b>
78/846350	03/26/2006	newly filed application	FLARE-BANG	Combined Systems, Inc.

**TRADE NAMES**

COMBINED TACTICAL SYSTEMS, INC.  
CSI  
CTS