

02-22-2008



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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

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

2.19.08

1. Name of conveying party(ies):
Timepiece CRI Acquisition Corp.

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

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

2. Name and address of receiving party(ies)
Name: PNC Bank, National Association
Internal Address: Commercial Loan Service Ctr./DCC
Street Address: 500 First Avenue
City: Pittsburgh State: PA Zip: 15219

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 Merger
 Security Agreement Change of Name
 Other _____

Execution Date: 02/08/08

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) 77-104062

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Melissa A. Kistorick, Paralegal
 Internal Address: _____

Street Address: Thorp Reed & Armstrong, LLP
 One Oxford Centre, 301 Grant Street, 14th Fl.
 City: Pittsburgh State: PA Zip: 15219-1425

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:

DO NOT USE THIS SPACE

9. Signature.
 Jenifer S. Tarasi, Esquire
 Name of Person Signing

Jenifer S. Tarasi
 Signature

02/15/08
 Date

02/21/2008 NJANA1 00000019 77104062
 01 FC:8521 40.00 OP
 02 FC:8522 50.00 OP

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

4. B Additional Trademark Registration Nos.

77-015651
77-015639

NOTICE OF SECURITY INTEREST
U.S. TRADEMARKS

WHEREAS, Timepiece CRI Acquisition Corp., a Delaware corporation (the "Grantor"), has adopted, used and is using the United States trademarks listed on the annexed Schedule A, which trademarks are registered in or subject to the trademark applications filed in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, pursuant to that certain Credit Agreement, dated the 8th day of February, 2008, to be effective as of January 31, 2008 (the "Effective Date"), by and among the Borrowers (as defined in the Credit Agreement (as hereinafter defined)), the Guarantors (as defined in the Credit Agreement), PNC Bank, National Association ("PNC Bank"), and various other financial institutions from time to time (PNC Bank and such other financial institutions are each a "Lender" and collectively, the "Lenders"), PNC Bank, as administrative agent for the Lenders (in such capacity, the "Agent") (as amended, modified, supplemented or restated from time to time, the "Credit Agreement"), the Grantor has entered into that certain Patent, Trademark and Copyright Security Agreement, dated of even date herewith (the "Security Agreement") in favor of the Agent; and

WHEREAS, pursuant to the Security Agreement, the Grantor has granted to the Agent (for its benefit and for the benefit of the Lenders), a mortgage on, pledge of and security interest in, all right, title and interest of the Grantor in and to the Trademarks, together with all the goodwill of the business symbolized by the Trademarks, and the registrations or applications for registration thereof, and all proceeds thereof, including, without limitation, any royalties, claims for infringement and proceeds of sale or other disposition thereof (the "Trademark Collateral") to secure the payment and performance of the Obligations (as defined in the Credit Agreement).

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound hereby, the Grantor does hereby confirm its grant to the Agent (for its benefit and for the benefit of the Lenders) of a mortgage on, pledge of and security interest in the Trademark Collateral to secure prompt payment and performance of the Obligations.


The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Agent (for its benefit and for the benefit of the Lenders) with respect to the assignment of, mortgage on, pledge of and security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth in this Notice.

The Agent's address is 249 Fifth Avenue, One PNC Plaza, Pittsburgh, Pennsylvania 15222.

[INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the Grantor has caused this Notice of Security Interest to be duly executed on the 8th day of February, 2008 to be effective as of the Effective Date.

Timepiece CRI Acquisition Corp.

By: 

Name: Brandon W. Fisher

Title: President

ACKNOWLEDGMENT

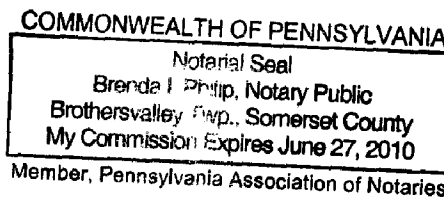
STATE/Commonwealth of Pennsylvania)
) SS:
COUNTY OF Somerset)

On this, the 4th day of February, 2008, before me, a Notary Public, the undersigned officer, personally appeared Brian W. Fisher who acknowledged himself to be the President of Timepiece CRI Acquisition Corp., a Delaware corporation (the "Company"), and that he as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the Company as such officer.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Brenda S. Philip
Notary Public

My Commission Expires: June 27, 2010



SCHEDULE A

TRADEMARKS

Drill Faster, Run Harder, Work Smarter – No. 77-104062

Center Rock Inc. – No. 77-015651

CRI – No. 77-015639