

06-17-1999

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027



U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

101067771

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

6.10.99

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership Association
- Corporation
- Other
- Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

06/11/1999 MTHA11 00000100 1762517

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40.00 DP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 001913 FRAME: 0813

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="1,762,517"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Pamela P. Steece, duly authorized agent of The Merchants Bank

June 1, 1999

Name of Person Signing

Signature

Date Signed

TRADEMARK SECURITY AGREEMENT

WHEREAS, HILL ASSOCIATES, INC., a corporation organized under the laws of the State of Vermont, having a principal place of business at:

17 Roosevelt Highway, Colchester, Vermont 05446

has used and is using the trademark HILL ASSOCIATES; and

WHEREAS, HILL ASSOCIATES, INC., registered the following mark: HILL ASSOCIATES registered with the U.S. Patent and Trademark Office on or about April 6, 1993, Registration No. 1,762,517.

WHEREAS, HILL ASSOCIATES, INC. is granting a security interest in certain of its assets to THE MERCHANTS BANK, a corporation organized under the laws of the State of Vermont, having a principal place of business at:

275 Kennedy Drive, South Burlington, Vermont 05403; and

WHEREAS, THE MERCHANTS BANK desires to acquire a security interest in the aforementioned mark in order to partially secure a Term Loan and a Line of Credit Loan, as defined in a Commercial Loan Agreement by and between HILL ASSOCIATES, INC., certain named Guarantors and THE MERCHANTS BANK dated even date herewith;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, HILL ASSOCIATES, INC. does hereby grant a security interest unto THE MERCHANTS BANK in the trademark HILL ASSOCIATES, together with the goodwill of the business symbolized by said mark and the registration set forth above, and the right to sue for past infringement of said mark; provided that until an Event of Default has occurred under the

foregoing Commercial Loan Agreement, Hill Associates, Inc. shall have the sole right to sue for any past infringement of said mark.

IN WITNESS WHEREOF, the Assignor has executed this Assignment this 1st day of June, 1999.

HILL ASSOCIATES, INC.

By: Jerald Johnson
Duly Authorized Agent

STATE OF VERMONT
CHITTENDEN COUNTY, SS.

At Colchester, in said County this 1st day of June, 1999, personally appeared Jerald Johnson, the duly authorized agent of HILL ASSOCIATES, INC., and he/she acknowledged the foregoing instrument, by him/her sealed and subscribed, to be his/her free act and deed and the free act and deed of HILL ASSOCIATES, INC.

Before me,

Kathleen A. Fox
Notary Public

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