

RECORDATION FORM COVER SHEET

Docket No.:

09-30-1999

Y

025983/0015

Tab settings

To the Honorable Commissioner of Pat



attached original documents or copy thereof.

1. Name of conveying party(ies):

MADELEINE L.L.C., as Agent
450 PARK AVENUE
NEW YORK, NEW YORK 10022

101158533

dress of receiving party(ies):

Name: FOOTHILL CAPITAL CORPORATION, as Agent

Internal Address: _____

Street Address: 11111 SANTA MONICA BOULEVARD

City: LOS ANGELES State: CA ZIP: 90025

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☐ Corporation-State
☒ Other NEW YORK LIMITED LIABILITY COMPANY

Additional names(s) of conveying party(ies) ☐ Yes ☒ No

- ☐ Individual(s) citizenship _____
☐ Association _____
☐ General Partnership _____
☐ Limited Partnership _____
☒ Corporation-State CALIFORNIA
☐ Other _____

If assignee is not domiciled in the United States, a domestic designation is ☐ Yes ☐ No
(Designations must be a separate document from
Additional name(s) & address(es) ☐ Yes ☐ No

3. Nature of conveyance:

- ☐ Assignment ☐ Merger
☐ Security Agreement ☐ Change of Name
☒ Other SECURITY AGREEMENT ASSIGNMENT

Execution Date: SEPTEMBER 24, 1999

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

NONE

B. Trademark Registration No.(s)

SEE
ATTACHED
SCHEDULE

1163463

Additional numbers

☒ Yes ☐ No

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

Name: PAUL A. JUERGENSEN

Internal Address: SCHULTE ROTH & ZABEL LLP

Street Address: 900 THIRD AVENUE

City: NEW YORK State: NY ZIP: 10022

6. Total number of applications and registrations involved:.....

1

7. Total fee (37 CFR 3.41):.....\$ \$40.00

- ☐ Enclosed
☒ Authorized to be charged to deposit account

8. Deposit account number:

SCHULTE ROTH & ZABEL LLP - 500675

09/29/1999 JSHABAZZ 00000010 500675 1163463

01 FC:481 40.00 CH

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.

PAUL A. JUERGENSEN

Name of Person Signing

Signature

SEPTEMBER 27, 1999

Date

Total number of pages including cover sheet, attachments, and

16

TRADEMARK
REEL: 001967 FRAME: 0480

**LIST OF TRADEMARKS AND APPLICATIONS AND
FOR TRADEMARK REGISTRATIONS**

U.S. TRADEMARKS AND TRADEMARK APPLICATIONS

Quantegy Media Corporation

Mark	Application (A) or Registration (R)	Filing/Registration Date
GRAND MASTER	1,163,463	8/4/81

ASSIGNMENT OF SECURITY INTEREST IN INTELLECTUAL PROPERTY

THIS ASSIGNMENT OF SECURITY INTEREST IN INTELLECTUAL PROPERTY ("Assignment") dated as of September 24, 1999 by MADELEINE L.L.C., a New York limited liability company ("Assignor") for the benefit of FOOTHILL CAPITAL CORPORATION, a California corporation ("Assignee") as Agent for the Lenders (as defined in that certain Term Loan Agreement, dated as of August 16, 1996, as amended by that certain Amended and Restated Term Loan Agreement dated as of August 19, 1999 among Quantegy Acquisition Corp., Quantegy Holdings Incorporated, Quantegy Inc. ("Quantegy"), Quantegy Media Corporation ("Media") and Quantegy International Incorporated ("International"), Assignor, Assignee and the Lenders (as amended and restated, the "Term Loan Agreement")). Capitalized terms defined in the Term Loan Agreement and not otherwise defined herein, when used in this Assignment, shall have the respective meanings provided for in the Term Loan Agreement.

WHEREAS, Quantegy, Media and International (collectively, the "Securing Parties") entered into that certain Security Agreement dated as of August 16, 1996 (the "Security Agreement") in favor of Assignor, which Security Agreement was amended and restated pursuant to that certain Amended and Restated Security Agreement dated as of August 19, 1999 made by the Securing Parties in favor of the Assignee as Agent for the Lenders;

WHEREAS, pursuant to the Security Agreement, the Securing Parties pledged and granted to Assignor for the benefit of the Lenders, and Assignor accepted, a security interest in and to all of the right, title and interest of the Securing Parties in the Intellectual Property (as defined in the Security Agreement), whether owned by the Securing Parties or existing as of the date of the Security Agreement or thereafter acquired or coming into existence (the "Assigned Interest"), including without limitation, the copyright registrations and applications listed on Annex 1 hereto, the patents and patent applications listed on Annex 2 hereto, the trademarks, trademark registrations and applications listed on Annex 3 hereto, and the licenses or other agreements listed in Annex 4 hereto, in order to secure the prompt payment in full when due of the Secured Obligations under the Security Agreement; and

WHEREAS, effective as of October 31, 1996, the Assignor resigned as Agent for the Lenders under the Term Loan Agreement and the Lenders appointed the Assignee as the successor Agent for the Lenders under the Term Loan Agreement;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby confirm that it conveys, sells, assigns, transfers and sets over unto Assignee for the benefit of the Lenders all right, title and interest in and to the Assigned Interest effective as of October 31, 1996.

IN WITNESS WHEREOF, Assignor has executed this Assignment through a duly authorized officer.

MADELEINE L.L.C.

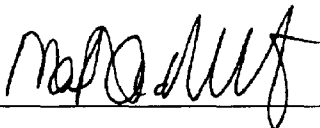
By: Robert Davenport
Name: Bob Davenport
Title: V.P.

STATE OF NEW YORK

ss.:

COUNTY OF NEW YORK

On this 23 day of September 1999, before me personally came Robert Davenport, to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that he is the V.P. of Madeleine L.L.C., a New York limited liability company, and that he executed the foregoing instrument in the firm name of Madeleine L.L.C., and that he had authority to sign the same, and he acknowledged to me that he executed the same as the act and deed of said firm for the uses and purposes therein mentioned.



MARK A. NEPORENT
Notary Public, State of New York
No. 02NE5007652
Qualified in Westchester County
Commission Expires: 02/01/01

Acknowledged and Agreed:

FOOTHILL CAPITAL CORPORATION

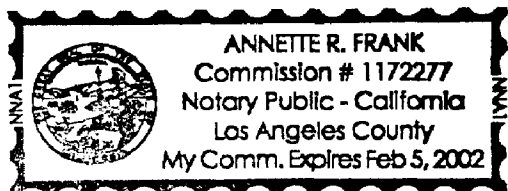
By: M.E. Stearns
Name: M.E. Stearns
Title: Sr. VP

STATE OF CALIFORNIA

SS.:

COUNTY OF Los Angeles

On this 24th day of September 1999, before me personally came M.E. Stearns, to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that he is the Senior Vice President of Foothill Capital Corporation, a California corporation, and that he executed the foregoing instrument in the firm name of Foothill Capital Corporation, and that he had authority to sign the same, and he acknowledged to me that he executed the same as the act and deed of said firm for the uses and purposes therein mentioned.



Annette R. Frank

**LIST OF COPYRIGHTS, COPYRIGHT REGISTRATIONS AND
APPLICATIONS FOR COPYRIGHT REGISTRATIONS**

(See definition of "Copyright Collateral"
in Sections 1 and 2(d))

Quantegy Inc.:

<u>Title</u>	<u>Date Filed</u>	<u>Registration No.</u>	<u>Effective Date</u>
None.			

Quantegy Media Corporation:

<u>Title</u>	<u>Date Filed</u>	<u>Registration No.</u>	<u>Effective Date</u>
Care and Handling of Magnetic Tape		PA 346 195	6/24/87

Quantegy International Incorporated:

<u>Title</u>	<u>Date Filed</u>	<u>Registration No.</u>	<u>Effective Date</u>
None.			

Annex 1 to Security Agreement

Redline 116056

LIST OF PATENTS AND APPLICATIONS

[See definition of "Patent Collateral"
in Sections 1 and 2(d)]

Quantegy Inc.:

None.

Quantegy Media Corporation:

Unique Ref	Country	Serial No.	Filing Date	Patent No.	Grant Date
3416	U.S.A.	903036	06/23/92		
MAGNETIC RECORDING MEDIA HAVING A POLYIMIDE SUBLAYER					
3796	U.S.A.	901606	06/19/92		
STABILIZATION OF METAL PARTICLES WITH AN INORGANIC PHOSPHORUS CONTAINING ACID TO					
3440N2	U.S.A.	888540	05/26/92		
METHOD OF MAGNETIC METAL PARTICLE TREATMENT AND RESULTING RECORDING MEDIA					
3794	U.S.A.	893428	06/04/92		
IMPROVEMENT IN THE FRICTION COEFFICIENTS AND DURABILITY OF METAL PARTICLE RECORDING					
3209N1	U.S.A.	893427	06/04/92		
IMPROVEMENT OF THE FRICTION COEFFICIENTS AND DURABILITY OF METALLIC FILM MAGNETIC					
3501	U.S.A.	242931	09/12/88		
MAGNETIC METAL PARTICLE COATING COMPOSITIONS AND RECORDING MEDIA					
3562	U.S.A.	331709	03/31/89		
RESTORED MAGNETIC RECORDING MEDIA AND METHOD OF PRODUCING SAME					
3532C1	U.S.A.	438912	11/16/89		
IMPROVED TOPCOAT FOR MAGNETIC RECORDING MEDIUM					
3537	U.S.A.	464117	01/12/90		
LOW MOLECULAR WEIGHT HIGH TG VINYL BINDER FOR MAGNETIC TAPE					
3628	U.S.A.	486706	02/28/90		
STABILIZATION OF METAL PARTICLES WITH AN INORGANIC PHOSPHORUS CONTAINING ACID TO					
3440N1	U.S.A.	593498	10/03/90		
METHOD OF MAGNETIC METAL PARTICLE TREATMENT AND RESULTING RECORDING MEDIA					
3438	U.S.A.	796192	11/22/91		
STORAGE OF METAL PARTICLES					
2368	U.S.A.	366726	06/04/73	3907116	09/23/75
CASSETTE RACK					

Annex 2 to Security Agreement

Recline 116188

Unique Ref	Country	Serial No.	Filing Date	Patent No.	Grant Date
2428 MAGNETIC TAPE BINDER SYSTEM	U.S.A.	510455	09/30/74	3911196	10/07/75
2325D1 TAPE SPOOL	U.S.A.	461914	04/18/74	3993262	11/23/76
2450C1 PROTECTIVE OXIDE COATINGS FOR MAGNETIC FILMS CONTAINING COBALT	U.S.A.	659528	02/19/76	4029541	06/14/77
2488 REEL CONTAINER	U.S.A.	654297	02/02/76	4083449	04/11/78
2592 TAPE REEL CONTAINER	U.S.A.	893287	04/05/78	4122945	10/31/78
2587 TAPE REEL CONTAINER	U.S.A.	898655	04/21/78	4176744	12/04/79
2588D1 SILICON DIOXIDE COATINGS FOR FILMS USED IN MAGNETIC RECORDING	U.S.A.	71269	08/30/79	4268369	05/19/81
2604C2 IMPROVED PARTICLES FOR MAGNETIC RECORDING	U.S.A.	121196	02/13/80	4268540	05/09/81
2637C2 HIGH ORIENTABLE IRON PARTICLES	U.S.A.	152933	05/23/80	4310349	01/12/82
2652C1 REDUCTION OF IRON OXIDE TO CONSERVE HYDROGEN	U.S.A.	152899	05/23/80	4316738	02/23/82
2675 REDUCTION OF IRON OXIDE UTILIZING DEHYDRATING AGENT	U.S.A.	124197	02/25/80	4318734	03/09/82
2780N1 HIGH RATE SPUTTERING SYSTEM AND METHOD	U.S.A.	512799	07/11/83	4434037	02/28/84
2762C1 RADIATION-CURED MAGNETIC MEDIA AND PROCESS FOR MAKING SAME	U.S.A.	309632	10/08/81	4448846	05/15/84
3043 METAL POLISHING COMPOSITION AND PROCESS	U.S.A.	546783	10/28/83	4475981	10/09/84
3120 ELECTROLESS PLATING METHOD AND APPARATUS	U.S.A.	654812	09/25/84	4581260	04/08/86
2783 PLATED MAGNETIC RECORDING MATERIAL AND PROCESS FOR MAKING THE SAME	U.S.A.	466805	02/16/83	4587166	05/06/86
3218 METAL-POLISHING COMPOSITION AND PROCESS	U.S.A.	816592	01/06/86	4645561	02/24/87
3079 MAGNETIC IRON OXIDE PIGMENT AND RECORDING MEDIA	U.S.A.	623910	06/25/84	4683167	07/28/87
3322 SINGLE PIECE TAPE REEL AND ASSEMBLY	U.S.A.	832927	02/24/86	4715558	12/29/87
3520 MAGNETIC TAPE STORAGE SYSTEM	U.S.A.	243570	09/12/88	4890747	01/02/90
3519	U.S.A.	243571	09/12/88	4917244	04/17/90

Annex 2 to Security Agreement

Redline 116016

Unique Ref	Country	Serial No.	Filing Date	Patent No.	Grant Date
LIBRARY BOX CLOSURE DEVICE AND HANGER					
3510	U.S.A.	288516	12/22/88	4920440	04/24/90
COMPOSITE LID ASSEMBLY					
3581	U.S.A.	314347	02/21/89	4951814	08/28/90
STORAGE CONTAINER FOR DIGITAL AUDIO TAPE CASSETTES					
3583	U.S.A.	243355	09/12/88	4960214	10/02/90
CASSETTE STORAGE BASKET USABLE IN A MAGNETIC TAPE STORAGE SYSTEM					
3453	U.S.A.	402095	09/01/89	4963693	10/16/90
PURGE ENCLOSURE FOR ELECTRICAL EQUIPMENT IN HAZARDOUS LOCATION					
3581AU	AUSTRIA	4993690	02/20/90		
STORAGE CONTAINER FOR DIGITAL AUDIO TAPE CASSETTES					
2234BL	BELGIUM	123330	10/20/72	790376	04/10/73
METHOD OF PREPARING COBALT DOPED MAGNETIC IRON OXIDE PARTICLES					
2296BL	BELGIUM	125406	12/15/72	792840	06/15/73
PROCESS OF MAKING ACICULAR, STABLE MAGNETIC IRON PARTICLES					
2428BL	BELGIUM	158916	08/04/75	832091	
MAGNETIC TAPE BINDER SYSTEM					
2652BL	BELGIUM	204881	05/22/81	888932	
REDUCTION OF IRON OXIDE TO CONSERVE HYDROGEN					
2637BL	BELGIUM	204882	05/22/81	888933	
HIGH ORIENTABLE IRON PARTICLES					
3060CA	CHINA	86103704	05/03/86	86103704.9	08/21/91
IMPROVED CURING PROCESS FOR MAGNETIC TAPE					
3322CA	CHINA	87100968	02/24/87	87100968	03/28/90
SINGLE PIECE TAPE REEL AND ASSEMBLY					
2637CN	CANADA	378162	05/22/81		
HIGH ORIENTABLE IRON PARTICLES					
2325CN	CANADA	181326	09/18/73	1010438	02/08/77
TAPE SPOOL					
2325CNDI	CANADA	270461	01/26/77	1014543	07/26/77
TAPE SPOOL					
2428CN	CANADA	229568	06/17/75	1041291	10/31/78
MAGNETIC TAPE BINDER SYSTEM					
2652CN	CANADA	378134	05/22/81	1162051	02/14/84
REDUCTION OF IRON OXIDE TO CONSERVE HYDROGEN					
2762CN	CANADA	385988	09/16/81	1167408	05/15/84
RADIATION-CURED MAGNETIC MEDIA AND PROCESS FOR MAKING SAME					
2783CN	CANADA	446335	01/30/84	1216063	12/30/86
PLATED MAGNETIC RECORDING MATERIAL AND PROCESS FOR MAKING THE SAME					
3501EPE	EURPAT	89309216.3	09/11/89		
MAGNETIC METAL PARTICLE COATING COMPOSITIONS AND RECORDING MEDIA					

Annex 2 to Security Agreement

Redline 115056

Unique Ref	Country	Serial No.	Filing Date	Patent No.	Grant Date
3440EPE	EURPAT	89309217.1	09/11/89		
METHOD OF MAGNETIC METAL PARTICLE TREATMENT AND RESULTING RECORDING MEDIA					
3581EPE	EURPAT	90301887.7	02/21/90		
STORAGE CONTAINER FOR DIGITAL AUDIO TAPE CASSETTES					
3562EPE	EURPAT	90303363.7	03/29/90		
RESTORED MAGNETIC RECORDING MEDIA AND METHOD OF PRODUCING SAME					
3322FRE	FRANCE	87301396.5	02/18/87	0236010	03/13 91
SINGLE PIECE TAPE REEL AND ASSEMBLY					
2234FR	FRANCE	7237202	10/20/72	7237202	
METHOD OF PREPARING COBALT DOPED MAGNETIC IRON OXIDE PARTICLES					
2296FR	FRANCE	7245379	12/20/72	7245379	10 20 76
PROCESS OF MAKING ACICULAR, STABLE MAGNETIC IRON PARTICLES					
2428FR	FRANCE	7527828	09/11/75	7527828	
MAGNETIC TAPE BINDER SYSTEM					
2652FR	FRANCE	8110212	05/22/81	8110212	09 12 85
REDUCTION OF IRON OXIDE TO CONSERVE HYDROGEN					
2637FR	FRANCE	8110213	05/22/81	8110213	05 07 85
HIGH ORIENTABLE IRON PARTICLE					
2780FR	FRANCE	8212350	07/15/82	8212350	10 28 85
HIGH RATE SPUTTERING SYSTEM AND METHOD					
3519GB	GRBRIT	8918527.7	08/14/89		
LIBRARY BOX CLOSURE DEVICE AND HANGER					
3501GE	GRBRIT	8920476.2	09/11/89		
MAGNETIC METAL PARTICLE COATING COMPOSITIONS AND RECORDING MEDIA					
3440GB	GRBRIT	8920478.8	09/11/89		
METHOD OF MAGNETIC METAL PARTICLE TREATMENT AND RESULTING RECORDING MEDIA					
3322GBE	GRBRIT	87301396.5	02/18/87	0236010	03/13 91
SINGLE PIECE TAPE REEL AND ASSEMBLY					
2234GB	GRBRIT	45790/72	10/04/72	1347615	
METHOD OF PREPARING COBALT DOPED MAGNETIC IRON OXIDE PARTICLES					
2296GB	GRBRIT	56337/72	12/06/72	1358118	12/06/74
PROCESS OF MAKING ACICULAR, STABLE MAGNETIC IRON PARTICLES					
2428GB	GRBRIT	39600/75	09/26/75	1462345	
MAGNETIC TAPE BINDER SYSTEM					
2637GB	GRBRIT	8115846	05/22/81	2076431	08/15/84
HIGH ORIENTABLE IRON PARTICLES					
2652GB	GRBRIT	8115846	05/22/81	2076431	08/15/84
REDUCTION OF IRON OXIDE TO CONSERVE HYDROGEN					
2780GB	GRBRIT	8219206	07/02/82	2101638	
HIGH RATE SPUTTERING SYSTEM AND METHOD					

Annex 2 to Security Agreement

Redline 116036

Unique Ref	Country	Serial No.	Filing Date	Patent No.	Grant Date
3060GB IMPROVED CURING PROCESS FOR MAGNETIC TAPE	GRBRIT	8610537	04/30/86	2174620	01/25/89
2428GW MAGNETIC TAPE BINDER SYSTEM	WGERM	P2538841.4	09/01/75	P2538841.4	
2652GW REDUCTION OF IRON OXIDE TO CONSERVE HYDROGEN	WGERM	P3120455.4	05/23/81	P3120455.4	
2637GW HIGH ORIENTABLE IRON PARTICLES	WGERM	P3120456.2	05/23/81	P3120456.2	
2780GW HIGH RATE SPUTTERING SYSTEM AND METHOD	WGERM	P3226717.7	7/16/82	P3226717.7	
3079GW MAGNETIC IRON OXIDE PIGMENT AND RECORDING MEDIA	WGERM	P3520762.0	6/10/85	P3520762.0	6 11 91
3060GW IMPROVED CURING PROCESS FOR MAGNETIC TAPE	WGERM	P3614839.3	5/02/86	P3614839.3	05 03 91
3322GWE SINGLE PIECE TAPE REEL AND ASSEMBLY	WGERM	0236010	2/18/87	P3768532.5	03 13 91
2637HK HIGH ORIENTABLE IRON PARTICLES	HNGKNG	2076431	08 15 84	791 89	10 05 89
3322ITE SINGLE PIECE TAPE REEL AND ASSEMBLY	ITALY	87301396.5	02/18/87	0236010	03 13 91
2428IT MAGNETIC TAPE BINDER SYSTEM	ITALY	50343-A/75	07/03/75	1040812	
2652IT REDUCTION OF IRON OXIDE TO CONSERVE HYDROGEN	ITALY	48490-A/81	05/18/81	1170981	06 03 87
2637IT HIGH ORIENTABLE IRON PARTICLES	ITALY	48510-A/81	05/21/81	1170992	06 03 87
2234IT METHOD OF PREPARING COBALT DOPED MAGNETIC IRON OXIDE PARTICLES	ITALY	53334-A/72	10/12/72	966309	02/11/74
2296IT PROCESS OF MAKING ACICULAR, STABLE MAGNETIC IRON PARTICLES	ITALY	54261-A/72	11/24/72	973717	06/10/74
3060JA IMPROVED CURING PROCESS FOR MAGNETIC TAPE	JAPAN	102248/86	05/06/86		
3112JA TAPE CLEANING DEVICE	JAPAN	123169/82	08/16/82		
3079JA MAGNETIC IRON OXIDE PIGMENT AND RECORDING MEDIA	JAPAN	136749/85	06/21/85		
3581JA STORAGE CONTAINER FOR DIGITAL AUDIO TAPE CASSETTES	JAPAN	16738/90	02/21/90		
3519JAU LIBRARY BOX CLOSURE DEVICE AND HANGER	JAPAN	230254/89	09/05/89		
3440JA	JAPAN	236787/89	09/12/89		

Annex 2 to Security Agreement

Redline 116056

Unique Ref	Country	Serial No.	Filing Date	Patent No.	Grant Date
METHOD OF MAGNETIC METAL PARTICLE TREATMENT AND RESULTING RECORDING MEDIA					
3501JA	JAPAN	236788/89	09/12/89		
MAGNETIC METAL PARTICLE COATING COMPOSITIONS AND RECORDING MEDIA					
3322JA	JAPAN	36852/87	02/19/87		
SINGLE PIECE TAPE REEL AND ASSEMBLY					
2604JA	JAPAN	107696/78	09/04/78	1031697	07/03/80
IMPROVED PARTICLES FOR MAGNETIC RECORDING					
2652JA	JAPAN	77875/81	05/22/81	1217023	11/09/83
REDUCTION OF IRON OXIDE TO CONSERVE HYDROGEN					
2637JA	JAPAN	77876/81	05/22/81	1409603	05 09'85
HIGH ORIENTABLE IRON PARTICLES					
2780JA	JAPAN	123106/82	07/16/82	1616259	08 20 90
HIGH RATE SPUTTERING SYSTEM AND METHOD					
3440KO	KOREA	13169/89	09/11/89		
METHOD OF MAGNETIC METAL PARTICLE TREATMENT AND RESULTING RECORDING MEDIA					
3501KO	KOREA	13170/89	09/11/89		
MAGNETIC METAL PARTICLE COATING COMPOSITIONS AND RECORDING MEDIA					
3322KO	KOREA	1506/87	02/23/87		
SINGLE PIECE TAPE REEL AND ASSEMBLY					
3581KOU	KOREA	1931/90	02/21/90		
STORAGE CONTAINER FOR DIGITAL AUDIO TAPE CASSETTES					
3060KO	KOREA	3459/86	05/02/86		
IMPROVED CURING PROCESS FOR MAGNETIC TAPE					
2780KO	KOREA	3138/82	07/14/82	29761	04 20 89
HIGH RATE SPUTTERING SYSTEM AND METHOD					
3440ME	MEXICO	17430	09/05/89		
METHOD OF MAGNETIC METAL PARTICLE TREATMENT AND RESULTING RECORDING MEDIA					
3501ME	MEXICO	17431	09/05/89		
MAGNETIC METAL PARTICLE COATING COMPOSITIONS AND RECORDING MEDIA					
3581ME	MEXICO	19584	02/20/90		
STORAGE CONTAINER FOR DIGITAL AUDIO TAPE CASSETTES					
3060ME	MEXICO	2371	05/02/86		
IMPROVED CURING PROCESS FOR MAGNETIC TAPE					
3322ME	MEXICO	5273	02/18/87		
SINGLE PIECE TAPE REEL AND ASSEMBLY					
2652NE	NETHLS	8102542	05/22/80		
REDUCTION OF IRON OXIDE TO CONSERVE HYDROGEN					
2637NE	NETHLS	8102543	05/22/81		
HIGH ORIENTABLE IRON PARTICLES					
2780NE	NETHLS	8202878	07/15/82		
HIGH RATE SPUTTERING SYSTEM AND METHOD					

Annex 2 to Security Agreement

Redline 116055

<u>Unique Ref</u>	<u>Country</u>	<u>Serial No.</u>	<u>Filing Date</u>	<u>Patent No.</u>	<u>Grant Date</u>
2296NE	NETHLS	7217833	12/29/72	150938	01/18/77
PROCESS OF MAKING ACICULAR, STABLE MAGNETIC IRON PARTICLES					
2234NE	NETHLS	7214030	10/17/72	154355	12/16/77
METHOD OF PREPARING COBALT DOPED MAGNETIC IRON OXIDE PARTICLES					
2428NE	NETHLS	7510706	09/11/75	162419	04/18/80
MAGNETIC TAPE BINDER SYSTEM					
3060TW	TAIWAN	75102188	05/16/86	N129355	05/01/88
IMPROVED CURING PROCESS FOR MAGNETIC TAPE					

Quantegy International Incorporated:

Nope

Annex 2 to Security Agreement

Redline 016000

**LIST OF TRADEMARKS AND APPLICATIONS
FOR TRADEMARK REGISTRATIONS**

[See definition of "Trademark Collateral"
in Sections 1 and 2(d)]

Quantegy Inc.:

None.

Quantegy Media Corporation:

U.S. Trademarks

Mark	Application (A) or Registration (R)	Registration Filing Date
Ferro-Sheen	R. 652325	10 1 77
Grand Master	R. 1163463	08 4 '81
Shamrock	R. 655188	12 3 77

Annex 3 to Security Agreement

Page 116086

Foreign Countries

Mark	Application (A) or Registration (R)	Country	Registration Filing Date
Grand Master	R. A392961	Australia	06/21/90
Grand Master	R. 780128710	Brazil	02/14/82
Grand Master	R. 287499	Canada	02/03/84
Grand Master	R. 1237340	France	05/31/83
Grand Master	R. 457488	Italy	11/24/86
Grand Master	R. 1795395	Japan	07/29/85
Grand Master	R. 1196995	United Kingdom	06/02/90
Grand Master	R. B111343	Ireland	
Grand Master	R. 246542	Mexico	
Shamrock	R. 340221	Benelux	06/09/86
Shamrock	R. 1358274	France	06/10/86
Shamrock	R. 959635	Germany	06/08/86
Shamrock	R. 1695	Hong Kong	06/14/83
Shamrock	R. 99806	Norway	11/3/77
Shamrock	R. 158478	Sweden	02/11/87

Quantegy International Incorporated:

None.

Annex 3 to Security Agreement

Pedline 116056

LIST OF CONTRACTS, LICENSES AND OTHER AGREEMENTS

[See definition of "Trademark Collateral" in Sections 1 and 2(d)]

Licenses to Quantegy Inc.:

Sony Corporation	License for the manufacture of Betamax cassettes
Sony Corporation	License for the manufacture of Betacam cassettes
Sony Corporation	License for the manufacture of U-matic cassettes
Sony Corporation	License for Pal/Secam manufacture of Beta format cassette
Konica	License for the manufacture of Slot Die-Casting
Konishiroku Photo Ind. Co., Ltd.	License for metal particle know-how
Enplas Corporation	License for the manufacture of tape reel hubs
Ampex Corporation	License for the use of trademark "Ampex"
<u>Minnesota Mining and Manufacturing</u>	<u>License for the use of certain patents and media formulations</u>
<u>Minnesota Mining and Manufacturing</u>	<u>Limited license for use of trademark "3M"</u>

Licenses to Quantegy Media Corporation:

None.

Licenses to Quantegy International Incorporated:

None

Annex 4 to Security Agreement

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