

02-16-2000

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To the Honorable Commis

ched original documents or copy thereof.

101268385

1. Name of conveying party(ies):

TNCO, INC.
15 Colebrook Blvd.
P.O. Box 231
Whitman, MA 02382

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

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

3. Nature of conveyance:

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

Execution Date: October 27, 1999

Address of receiving party(ies):

Name: CENTURY BUSINESS CREDIT CORPORATION

Internal Address: _____

Street Address: 119 West 40th Street

City: New York State: NY ZIP: 10018

Individual(s) citizenship _____

Association _____

General Partnership _____

Limited Partnership _____

Corporation-State: New York

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

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

A. Trademark Application No.(s)

SEE ATTACHED A

B. Trademark registration No.(s)

SEE ATTACHED A

Additional numbers attached? Yes No

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

Name: Federal Research Corp

Internal Address: _____

Street Address: 400 Seventh Avenue, N.W.

Suite 101

City: _____ State: DC ZIP: 20004

6. Total number of applications and registrations involved: _____

4

7. Total fee (37 CFR 3.41): _____ \$ 115.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: _____

(Attach duplicate copy of this page if paying by deposit account)

02/15/2000 JSNADAZZ 00000101 1896901

DO NOT USE THIS SPACE

01 FC:481
02 FC:482

40.00 OP
75.00 OP

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

Kim Brathwaite

Name of Person Signing

Kim Brathwaite
Signature

1/18/00
Date

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

4

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

TRADEMARK
REEL: 002028 FRAME: 0099

SCHEDULE A

Schedule A to a Trademark Assignment of Security dated October ~~27~~, 1999, by and between
TNCO, INC. and CENTURY BUSINESS CREDIT CORPORATION

<u>Registration or Mark</u>	<u>Reg. No. or Application No.</u>	<u>Filing Date</u>
ACCESS SURGICAL INTERNATIONAL, INC. & DESIGN	1,896,901	5/31/95
ACCESS SURGICAL INTERNATIONAL, INC. & DESIGN	2,034,048	1/28/97
ACCESS-POINT	2,021,877	12/10/96
ENFORCER	1,889,775	4/18/95

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, TNCO, Inc., a corporation formed under the laws of Massachusetts ("Borrower"), located at 15 Colebrook Boulevard, P.O. Box 231, Whitman, Massachusetts 02382, has adopted, used and is using the marks shown in the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Borrower is obligated to Century Business Credit Corporation, a Subsidiary of The Foothill Group, Inc. ("Lender"), located at 119 West 40th Street, New York, New York 10018 pursuant to (i) a certain Loan and Security Agreement, dated as of the date hereof, between Lender and Borrower, and (ii) a certain Trademark Collateral Security Agreement, dated as of the date hereof, made by Borrower in favor of Lender (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, Borrower is granting to Lender a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Borrower does hereby assign unto Lender and grant to Lender a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which assignment and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

Borrower expressly acknowledges and affirms that the rights and remedies of Lender with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: New York, New York
October 27, 1999

Witness:
Jeffrey Fried

TNCO, INC.
By: [Signature]
Name: Karin Dolan
Title: President & CEO

Witness:
Jeffrey Fried

CENTURY BUSINESS CREDIT CORPORATION
By: [Signature]
Name: Debra H. Vercell
Title: S. V. Pres

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

On this 25th day of October, 1999, before me personally came Kevin Deakin, to me known, who, being by me duly sworn, did depose and say that he is the Pres. & CEO of TNCO, Inc., the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said corporation.

Daphne E. Schmitt
Notary Public

DAPHNE E. SCHMITT
Notary Public, State of New York
No. 5008515
Qualified in Onondaga County
My Commission Expires February 22, ~~1999~~
2001

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

On this 25th day of October, 1999, before me personally came Allen H. Vogel, to me known, who, being by me duly sworn, did depose and say that he is the Sr. Vice Pres. of Century Business Credit Corporation, a Subsidiary of The Foothill Group, Inc., the corporation described in and which executed the foregoing instrument; and that he was authorized to sign his name thereto on behalf of said corporation.

Daphne E. Schmitt
Notary Public

DAPHNE E. SCHMITT
Notary Public, State of New York
No. 5008515
Qualified in Onondaga County
My Commission Expires February 22, ~~1999~~
2001