

06-17-2002

ET

Docket No.:

33278.0.21



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To the Honorable Commissioner of Pa.

102124335

e attached original documents or copy thereof.

1. Name of conveying party(ies):

Pace Analytical Services, Inc.
1700 Elm Street
Minneapolis, MN 55414

6.7.02

- Individual(s)
- General Partnership
- Corporation-State Minnesota
- Other

- Association
- Limited Partnership

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

3. Nature of conveyance:

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

Execution Date: May 15, 2002

2. Name and address of receiving party(ies):

Name: Bank One, Wisconsin

Internal Address: Mail Code W11-2032

Street Address: 111 East Wisconsin Avenue

City: Milwaukee State: WI ZIP: 53201

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

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

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

A. Trademark Application No.(s)

75/766,363
76/243,630

B. Trademark Registration No.(s)

1,517,650 2,370,194
1,519,396
1,914,014

Additional numbers Yes No

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

Name: Scott P. Sullivan

Internal Address: 1100 International Centre

Street Address: 900 Second Avenue South

City: Minneapolis State: MN ZIP: 55402

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

6

7. Total fee (37 CFR 3.41):.....\$ 165.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

061910

06/14/2002 6TOM11 00000192 75766363

DO NOT USE THIS SPACE

01 FC:481 40.00 OP
02 FC:482 125.00 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.

Scott P. Sullivan

Name of Person Signing

Scott P. Sullivan
Signature

5/30/02
Date

Total number of pages including cover sheet, attachments, and

5

TRADEMARK

INTELLECTUAL PROPERTY SECURITY AGREEMENT

WHEREAS, Pace Analytical Services, Inc., a Minnesota corporation ("Debtor"), having a place of business at 1700 Elm Street, Minneapolis, Minnesota 55414, is the owner of the United States trademarks, applications, and registrations identified on Schedule A attached hereto (the "Marks"); and

WHEREAS, Debtor has entered into a certain Revolving Credit and Term Loan Agreement with Bank One, Wisconsin, a Wisconsin state banking corporation ("Bank One");

WHEREAS, pursuant to a certain Security Agreement by and between Debtor and Bank One, Debtor has granted to Bank One a security interest in and to Debtor's property, including the Marks;

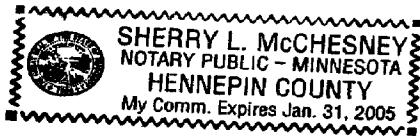
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, pursuant to the Security Agreement, in order to secure payment and performance of each and every debt, liability, and obligation of every type and description that Debtor, Lab Holdings, Inc., a Minnesota corporation, LabSeek.com, LLC, a Minnesota limited liability company, or Houston Industrial Properties, L.L.P., a Minnesota limited liability partnership, or any of them, may now have or at any time hereafter owe to Bank One, Debtor hereby grants to Bank One a first priority security interest in and to: (i) the Marks and the applications and registrations thereof; (ii) any renewals thereof; (iii) any income, royalties, damages, and payments now or hereafter due and/or payable with respect thereto, including but not limited to under any licenses and any damages for past, present, or future infringement thereof; (iv) the right to sue for past, present, or future infringements thereof; (v) all rights corresponding thereto including all rights in the nature of trademark, service mark, or trade name rights, in the United States and throughout the world; (vi) all goodwill connected with and symbolized by the foregoing.

PACE ANALYTICAL SERVICES, INC.

Janet R. Leuman
Janet R. Leuman, Secretary and Treasurer

STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

On this 15th day of May, 2002, before me, a notary public in and for said county, appeared Janet R. Leuman, the Secretary and Treasurer of Pace Analytical Services, Inc., the person who signed this instrument, who acknowledged that (s)he signed it as a free act on behalf of said company with authority to do so.



Sherry L. McChesney
Notary Public

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