

07-09-2002



Form PTO-1594  
(Rev. 03/01)  
OMB No. 0651-0027 (exp. 5/31/2002)

102148151  
COVER SHEET  
TRADEMARKS ONLY

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

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

1. Name of conveying party(ies):

S B E, INC.

07/02/02

- Individual(s)
- General Partnership
- Corporation-State VT
- 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: 06/24/2002

2. Name and address of receiving party(ies)

Name: BANKNORTH, NA

Internal Address: ATTN JAMES FRANCIS, VP

Street Address: PO BOX 483

City: BARRE State: VT Zip: 05641

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_

Corporation-State MAINE

Other NATIONALLY CHARTERED BANK

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)

B. Trademark Registration No.(s)

06190843  
06200351

Additional number(s) attached  Yes  No

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

Name: STECKEL + ASSOCIATES

Internal Address: ATTN SUSAN STECKEL, ESQ

Street Address: PO BOX 247

City: MARSHFIELD State: VT Zip: 05658

6. Total number of applications and registrations involved: ..... 2

7. Total fee (37 CFR 3.41)..... \$ 65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

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

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.

JAMES E. FRANCIS

Name of Person Signing

James E. Francis

Signature

6/24/02

Date

Total number of pages including cover sheet, attachments, and document: 3

07/08/2002 BYRNE 00000150 06190843

01 FC:481  
02 FC:482

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

ASSIGNMENT OF TRADEMARK AS COLLATERAL

FOR VALUE RECEIVED, S B E, Inc. whose address is 131 South Main Street, Barre, Vermont 05641 ("Borrower") assigns, sets over and transfers to Banknorth, N. A., P.O. Box 483, Barre, Vermont 05641 its successors and assigns ("Lender"), all right, title and interest of Borrower in and to the Trademarks "Orange Drop" and "Pacer" ("Trademarks"), wherever such Trademarks are used by Borrower, for the purpose of securing payment of each and every debt, liability or obligation of every type or description which Borrower may now or at any time hereafter owe to Lender, whether such debt, liability or obligation now exists or is hereafter created or incurred, and whether it is direct or indirect, due or to become due, absolute or contingent or joint or several, including without limitation Borrower's indebtedness to Lender under Promissory Notes of even date herewith in the amounts of \$345,000.00, \$294,000.00 and \$100,000.00 ("Obligations").

Borrower hereby irrevocably authorizes and empowers Lender at any time, upon the occurrence of any Event of Default under any document evidencing the Obligations. whether or not at such time the Obligations or any part thereof are due and payable, in its own name or in the name of Borrower, to use and assign the Trademarks, to exercise any and all rights and privileges and receive all benefits accorded to the holder of the Trademarks and to execute any and all instruments required therefor, all without notice to Borrower. Until this assignment has been released in writing by Lender, Borrower shall have no right to assign or otherwise pledge or encumber the Trademarks, without the prior written consent of Lender.

Dated at Barre, Vermont, this 24th day of June, 2002.

S B E, Inc.

*Loreie M. Curran*  
Witness

By: *Edward Sawyer*  
By: Edward Sawyer, President and  
duly authorized agent

State of Vermont )  
Washington County, SS )

On the 24th day of June in the year 2002, before me the undersigned, a Notary Public in and for the said State, personally appeared **Edward D. Sawyer**, President and duly authorized agent of S B E, Inc. and acknowledged this instrument, by him sealed and subscribed, to be his free act and deed and the free act and deed of S B E, Inc.

Before me: *Loreie M. Curran*  
Notary Public, my Commission expires 2-10-03

O:\BNV\SAWY\1 ASSIGNMENT OF TRADEMARKS.DOC

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