

9-11-02

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

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DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): 9-11-02 The Industrial Bank of Japan Trust Company (as successor by merger with IBJ Whitehall Bank & Trust Company) [ ] Individual(s) [ ] Association [ ] General Partnership [ ] Limited Partnership [x] Corporation-State NY [ ] Other Additional name(s) of conveying party(ies) attached? [ ] Yes [x] No

2. Name and address of receiving party(ies) Name: General Electric Capital Corporation Internal Address: Street Address: 201 High Ridge Road City: Stamford State: CT Zip: 06927-5100 [ ] Individual(s) citizenship [ ] Association [ ] General Partnership [ ] Limited Partnership [x] Corporation-State Delaware [ ] 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

3. Nature of conveyance: [ ] Assignment [ ] Merger [ ] Security Agreement [ ] Change of Name [x] Other Assignment of Security Agreement Execution Date: 8/23/02

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 1158906 Additional number(s) attached [ ] Yes [x] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Linda R. Kastner Internal Address: c/o Latham & Watkins Suite 5800 Street Address: 233 S. Wacker Drive City: Chicago State: IL Zip: 60606

6. Total number of applications and registrations involved: 1 7. Total fee (37 CFR 3.41) \$ 40.00 [x] Enclosed [ ] Authorized to be charged to deposit account 8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature. Linda R. Kastner Name of Person Signing Signature Date 9/10/02 Total number of pages including cover sheet, attachments, and document: 6

09/11/2002 DBYRNE 00000173 1158906 01 FC-481 40.00 OP

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

TRADEMARK REEL: 002579 FRAME: 0219

## ASSIGNMENT OF SECURITY AGREEMENT

This Assignment of Security Agreement (the "Assignment") is made as of August 23, 2002, by The Industrial Bank of Japan Trust Company (as successor by merger with IBJ Whitehall Bank & Trust Company)("Assignor"), and General Electric Capital Corporation, as administrative and collateral agent ("Assignee").

### R E C I T A L S

WHEREAS, Communication Dynamics, Inc., a Delaware corporation, CDI Finance Co., a Delaware corporation, Assignor, as a Lender, Assignee, the other Lenders named therein and each of the Subsidiary Guarantors named therein are parties to a First Amended and Restated Credit Agreement dated as of March 30, 2001 (as amended from time to time, the "Credit Agreement");

WHEREAS, Communication Dynamics, Inc., CDI Finance Co. and the Subsidiary Guarantors are parties to a Security Agreement dated as of April 11, 2000 in favor of Assignor, as amended by a First Amendment to Security Agreement dated as of April 13, 2001 (collectively, the "Security Agreement");

WHEREAS, the First Amendment to Security Agreement, which was filed with the United States Patent and Trademark Office on May 2, 2001 reflected that Marc Talon, Inc., a Subsidiary Guarantor, is the owner of the trademark listed on Schedule I attached hereto as recorded on the Reel and Frame numbers set forth on Schedule I attached hereto (the "Trademark");

WHEREAS, the Security Agreement placed a lien in favor of Assignor on all right, title and interest of the Subsidiary Guarantors in, to and under all then owned or thereafter acquired Trademarks (as defined in the Security Agreement), Trademark registrations, Trademark applications and Trademark licenses, together with the goodwill of the business symbolized by the Subsidiary Guarantors' Trademarks, and all proceeds thereof;

WHEREAS, pursuant to an Agency Assignment Agreement dated as of May 31, 2002, Assignor has transferred to Assignee all right, title and interest of Assignor in, to and under the Security Agreement; and

WHEREAS, Assignor and Assignee desire to further evidence the assignment of Assignor's liens and rights in the Trademark by recording this Assignment.

## A G R E E M E N T

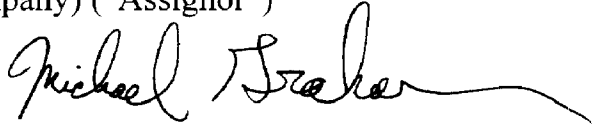
NOW, THEREFORE, in consideration of the mutual agreements, covenants and provisions contained herein, and for other good and valuable consideration, the sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

1. Assignor hereby grants, assigns and transfers to Assignee all of Assignor's liens and rights in, to and under the Security Agreement including, without limitation, the Assignor's liens and rights in the Trademark.

2. This Assignment may be executed and acknowledged in counterparts, all of which executed and acknowledged counterparts shall together constitute a single document.

IN WITNESS WHEREOF, this Assignment has been duly executed by the parties hereto as of the date first above written.

THE INDUSTRIAL BANK OF JAPAN  
TRUST COMPANY (as successor by  
merger with IBJ Whitehall Bank & Trust  
Company) ("Assignor")

By:   
Name: MICHAEL GRAHAM  
Title: MANAGING DIRECTOR

GENERAL ELECTRIC CAPITAL  
CORPORATION ("Assignee")

By: \_\_\_\_\_  
Name:  
Title:

IN WITNESS WHEREOF, this Assignment has been duly executed by the parties hereto as of the date first above written.

THE INDUSTRIAL BANK OF JAPAN  
TRUST COMPANY (as successor by  
merger with IBJ Whitehall Bank & Trust  
Company) ("Assignor")

By: \_\_\_\_\_

Name:

Title:

GENERAL ELECTRIC CAPITAL  
CORPORATION ("Assignee")

By: \_\_\_\_\_

Name:

Title:

*Hugh Wilder*  
*Duly Authorized Signatory*

**SCHEDULE I**

Reel/Frame: 002293/0755

Application Number: 73216650

Registration Number: 1158906

Filing Date: 05/22/1979

Issue Date: 06/30/1981