

04-12-2002



102053368

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

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Conveyance Type

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Security Nunc Pro Tunc Assignment

Merger

Change of Name

Other

Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

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Mail documents to be recorded with required cover sheet(s) information to:
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04/11/2002 DBYRNE 00000230 74733050
01 FC:481 40.00 OP
02 FC:482 300.00 OP
DURI\310674_1

Domestic Representative Name and Address

Enter for the first Receiving Party Only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached
 Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

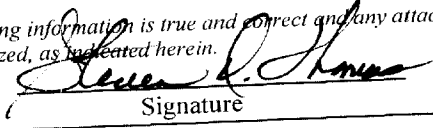
Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="74/733,050"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,210,631"/>	<input type="text" value="1,998,294"/>	<input type="text" value="1,991,352"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,059,138"/>	<input type="text" value="1,995,656"/>	<input type="text" value="2,115,035"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,096,901"/>	<input type="text" value="1,995,655"/>	<input type="text" value="1,998,194"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account
 Deposit Account (any deficiency)
 (Enter for payment by deposit account or if additional fees can be charged to the account.)
 Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.
 Steven D. Thomas 
 Name of Person Signing Signature Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

Conveying Party **Mark if additional names of conveying parties attached**

Enter Additional Conveying Party

Name

Execution Date
Month Day Year

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organizaiton

Receiving Party **Mark if additional names of receiving parties attached**

Enter Additional Receiving Party

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of
Incorporation/Organization

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Trademark Application Number(s) or Registration Number(s) **Mark if additional numbers attached**
Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

1,803,187

1,649,595

1,109,423

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of December 20, 2001 (the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A., as Agent (the "Agent") for the lenders referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Agent for the ratable benefit of the Lenders:

TRADEMARKS

<u>Trademark No.</u>	Description of Trademark <u>Item</u>	Date of <u>Trademark</u>
	See attached Exhibit A.	

Trademark Applications

<u>Trademark Applications No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Applications</u>
	See attached Exhibit A.	

The Obligors and the Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

KRYPTONICS, INC.


By: _____

Name: _____

Title: _____

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Agent

By: 


Name: Sean W. Cassidy

Title: Principal

The Obligors and the Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

KRYPTONICS, INC.

By: 
Name: Anthony E. Arnold
Title: President & CEO

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Agent

By: _____
Name: _____
Title: _____

EXHIBIT A

**Kryptonics, Inc.
(Colorado Corporation)**

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
TRUE	2,210,631	12/15/98
DIABLO <DEVIL>	2,059,138	5/6/97
STONES	2,096,901	9/16/97
CIRCULAR PROPULSION UNITS	1,998,294	9/3/96
BOULDERS	1,995,656	8/20/96
PEBBLES	1,995,655	8/20/96
OPTICS and Design	1,991,352	8/6/96
K and Design	2,115,035	11/25/97
TANTRUM	1,998,194	9/3/96
KRYPTONICS	1,803,187	11/9/93
KRYPTOS	1,649,595	7/2/91
KRYPTONICS	1,109,423	12/19/78

Pending Application

Mark	Appl. Serial No.	Filing Date
ADRENALINE	74-733,050	9/22/95