	1000			
FORM PTO-1594 1-31-92	06-05-1998	U.S. DEPARTMENT OF COMMI Patent and Trademark (
1-31-72		Fatent and Trauemark		
To the Honorable Commissioner of Paten	100728684	ned original documents or copy there		
1. Name of conveying party(ies):	2. Name and address of	receiving party(ies):		
Total Research Corporation	Name: Summit Bar	nk RECE.		
Individual(s) Assoc		MAR 1 0 1998		
General Partnership Limite	d Partnership Internal Address:	1		
Corporation-State of Delaware	Street Address: 301 CN 53	316		
Additional name(s) of conveying party(ies) atta	City: 111meeton	State: NJ Zip: 0854		
Yes xx No	Individual(s) citiz	enship		
3. Nature of conveyance: MRD 3-	-10-98Association			
Assignment Merger	General Partnersh	ip		
xx Security Agreement Chang	e of Name Limited Partnersh	ip		
Other XX Corporation-State of New Jersey				
Execution Date: February 10, 1998 Other				
If assignee is not domiciled in the United States, a domestic representative				
	designation is attached: (Designation must be a separa	Yes X No te document from Assignment)		
	Additional name(s) & address			
4. Application number(s) or registration nu	mber(s):			
A. Trademark Application No(s).	B. Trademark	Registration No(s). 2,004,281		
Additional	numbers attached? Yes	2,021,612 		
5. Name and address of party to whom cor concerning document should be mailed:		ications and registrations involved:		
Name: Kenneth R. Schaefer, Esc		41). \$ 65.00		
Internal Address:		7. Total fee (37 CFR 3.41):		
Street Address: 721 Route 202/206	indicated in answer (8).			
8. Deposit account number: 14-1263 (Atrach dualitation account file area if equips by deposit account)				
City: Somerville NJ Zip Of	(Attach duplicate copy of t	(Attach duplicate copy of this page if paying by deposit account)		
D	DO NOT USE THIS SPACE			
6/1 00000277 100: 141263 2004281 Clark. Statementa and Exprature.				
To the best of my knowledge and belief, of the original document.	the foregoing information is true and co	rrect and any attached copy is a true		
Kenneth R. Schaefer	1 - 111	k., 2/2/22		
Name of Person Signing	Signature	3/9/98 Date		
	,	pages comprising cover sheet: 8		
OMB No. 0651-0011 (exp. 4/94)				
	Do not detach this portion			
Mail documents to be recorded with requir				
Co	ommissioner of Patents and Trademark Box Assignments Washington, D.C. 20231	is .		
document to be recorded, includin completing and reviewing the sam U.S. Patent and Trademark Office	ample cover sheet is estimated to avera g time for reviewing the document and ple cover sheet. Send comments regar c, Office of Information Systems, PK2- and Budget, Paperwork Reduction Pro	1 gathering the data needed, and ding this burden estimate to the -1000C, Washington, D.C. 20231,		

TRADEMARK COLLATERAL ASSIGNMENT

TOTAL RESEARCH CORPORATION, a Delaware corporation having an address at 5 Independence Way, Princeton, New Jersey 08540 (the "Assignor"), does hereby grant, assign and convey to SUMMIT BANK, a New Jersey bank having an office at 301 Carnegie Center, CN 5316, Princeton, New Jersey 08543-5316, Attention: Corporate Lending Group (the "Assignee"), the registered trademarks and trademark applications identified on Schedule A hereto and the goodwill represented thereby (the "Trademarks") together with all the proceeds thereof, as collateral security for all the Obligations, as such term is defined in the Amended and Restated Credit Agreement dated December 28, 1995, between Assignor and Assignee, as amended from time to time (the "Agreement").

The Assignee hereby grants to the Assignor the right and license (unless and until an Event of Default, as hereinafter defined, occurs) to use the Trademarks for the Assignor's own benefit, provided that such use does not violate any of the terms of the Agreement.

As used herein, the term "Event of Default" shall have the meaning ascribed to it in the Agreement.

The assignment effected hereby shall be governed by Article 9 of the New Jersey Uniform Commercial Code. Upon the occurrence of an Event of Default, the Assignee shall have the rights and remedies of a secured party as set forth therein

(including, without limitation, the right to dispose of the Trademarks and to apply the proceeds of the disposition to satisfy the Obligations).

Except as provided in the immediately preceding paragraph, the Assignee shall not assign the Trademarks (or any portion thereof) to any person other than the Assignor.

Upon the payment in full of all the Obligations, the Assignee shall execute and deliver to the Assignor such instruments of assignment as may be necessary to re-vest in the Assignor all the rights to the Trademarks that are being collaterally assigned to the Assignee pursuant to this Assignment (except to the extent that the Assignee shall have disposed of the same in accordance with the New Jersey Uniform Commercial Code following an Event of Default).

The Assignee shall have no duties with respect to the Trademarks, other than the duties expressly set forth herein and the duties of a secured party under the New Jersey Uniform Commercial Code. Without limiting the generality of the foregoing, the Assignee shall have no duty to prosecute any action for trademark infringement against any person. The Assignor shall indemnify the Assignee and hold the Assignee harmless against any and all liabilities, losses, costs and expenses (including attorneys' fees) incurred by or asserted against the Assignee by virtue of this Assignment.

IN WITNESS WHEREOF, the parties hereto have executed this Assignment as of this $\frac{p}{\sqrt{p}}$ day of February, 1998.

TOTAL RESEARCH CORPORATION

y. 0000 // C

Elle Brodinar, es

SUMMIT BANK

3y:_____

Anthony LaMarca, Vice President

3

STATE OF NEW JERSEY :

: SS.:

COUNTY OF MERCER

On this /or day of February, 1998, before me, the undersigned, personally appeared <u>Euc Fissman</u>, the of Total Research Corporation, who, I am satisfied, is the person who signed the foregoing instrument, and he or she did acknowledge that he or she signed and delivered the same in his capacity as such officer and that the foregoing instrument is the voluntary act and deed of such corporation, made by virtue of the authority of its board of directors.

Notary Public

JANE B. GILES
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires Sept. 9, 2000

STATE OF NEW JERSEY

SS.:

COUNTY OF MERCER

On this 17th day of February, 1998, before me, the undersigned, personally appeared Anthony W. LaMarca, a Vice President of SUMMIT BANK, who, I am satisfied, is the person who signed the foregoing instrument, and he or she did acknowledge that he or she signed and delivered the same in his capacity as such officer and that the foregoing instrument is the voluntary act and deed of such corporation, made by virtue of the authority of its board of directors.

Notary Public

BARBARA F. ROSENBERG Notary Public of New Jersey

My commission Expires May 22, 2000

SCHEDULE A

<u>Trademark</u>	Registration or Application Number	Date of Registration or Application
TRBC®	2,004,281	10/01/96
COMPASS®	2,021,612	12/10/96

NORRIS, MCLAUGHLIN & MARCUS, P. A.

RICHARD A. NORRIS THOMAS P. McLAUGHLIN* G. ROBERT MARCUS PETER D. HUTCHEON JOEL N. JACOBSON J. ANTHONY MANGER WALTER G. REINHARD VICTOR S. ELGORT KENNETH D. MESKIN KEVIN T. O'BRIEN M. KAREN THOMPSON IRA S. NOVAK EDWARD G. SPONZILLIO WILLIAM R. ROBINSON JOHN J. EAGAN JAMES H. LASKEY KENNETH R. SCHAEFER

STUART J. FREEDMAN DAVID R. STRICKLER ROBERT C. GABRIELSKI PATRICK T. COLLINS DOUGLAS R. BROWN GREGORY J. ROMANO RICHARD J. LAMBERT MARTHA N. DONOVAN CHARLES W. MILLER, III JOSEPH E. SALES JONI-JEAN C. MARCHIO NICHOLAS F. PELLITTA JOHN N. VANARTHOS DANIEL R. GUADALUPE TIMOTHY R. WALTERS DANYA A. GRUNYK MARION K. LITTMAN

ATTORNEYS AT LAW

P.O. BOX 1018 SOMERVILLE, N.J. 08876-1018 908-722-0700 TELECOPIER (908) 722-0755

HAND DELIVERY 721 RT. 202-206 BRIDGEWATER, NJ 08807

BRANCH OFFICE CONTINENTAL PLAZA I 401 HACKENSACK AVENUE HACKENSACK, NJ 07601 201-489-1700 TELECOPIER (201) 489-1788

KENNETH M. KAPLAN STEVEN A. KARG DAVID C. ROBERTS MICHELE S. MARCUS ROBERT A. HYDE ROBERT M. RUNEBORG ALISON L. GALER CHARLES H. NEWMAN DANIEL MATEO MARGARET RAYMOND WILLIAM B. MACKNIGHT

DONALD S. BARTIN BARBARA A. AURECCHIONE DEBORAH A. SNYDER

KAREN GREEN ALERTE ELGA A. GOODMAN

JERALYN L. PAULSON CATHERINE CRESS MACRI SCOTT M. BAACH ANNMARIE SIMEONE

> JOSEPH DUNN ELLEN P. TREVORS

*RETIRED FROM THE FIRM *CERTIFIED CIVIL TRIAL ATTORNEY MASS. AND N.Y. BAR ONLY

MEMBER OF COMMERCIAL LAW AFFILIATES WITH INDEPENDENT FIRMS IN PRINCIPAL CITIES WORLDWIDE

March 9, 1998

U.S. Patent and Trademark Office **BOX ASSIGNMENT** Hon. Commissioner of Patents and Trademarks Washington, D.C. 20231

ATTENTION: TRADEMARK ASSIGNMENT DIVISION

Re: RECORDATION OF ASSIGNMENT

Trademark Registration Nos. 2,004,281 AND 2,021,612 From Total Research Corporation to Summit Bank

Dear Sir:

Enclosed for purposes of recording in the United States Patent and Trademark Office, is a duly notarized Assignment document, transferring the above-referenced trademark registrations from Total Research Corporation to Summit Bank.

Please charge our Deposit Account No. 141263 in the amount of \$65.00 to cover the recording fee.

Please forward the filing information evidencing the reel and frame number of the recording to:

> Kenneth R. Schaefer, Esq. Norris, McLaughlin & Marcus 721 Route 202-206 Somerville, New Jersey 08876

NORRIS, McLAUGHLIN & MARCUS A PROFESSIONAL CORPORATION

Hon. Commissioner of Patents and Trademarks March 6, 1998 Page 2

Thank you for your attention to this matter.

Very truly yours,

NORRIS, McLAUGHLIN & MARCUS

Colleen M. Adams

Trademark/Patent Legal Assistant

/cma

cc: Douglas R. Brown, Esq. (w/encl.)

Kenneth R. Schaefer, Esq (w/o encl.)



PTAS --

UNITED STATES DEPARTMENT OF COMMERCE Patent and Trademark Office

ASSISTANT SECRETARY AND COMMISSIONER OF PATENTS AND TRADEMARKS Washington, D.C. 20831

MAY 14, 1998

KENNETH R. SCHAEFER, ESQ. 721 ROUTE 202/206 NORTH SOMERVILLE, NJ 08876

100667266A

UNITED STATES PATENT AND TRADEMARK OFFICE NOTICE OF RECORDATION OF ASSIGNMENT DOCUMENT

THE ENCLOSED DOCUMENT HAS BEEN RECORDED BY THE ASSIGNMENT DIVISION OF THE U.S. PATENT AND TRADEMARK OFFICE. A COMPLETE MICROFILM COPY IS AVAILABLE AT THE ASSIGNMENT SEARCH ROOM ON THE REEL AND FRAME NUMBER REFERENCED BELOW.

PLEASE REVIEW ALL INFORMATION CONTAINED ON THIS NOTICE. THE INFORMATION CONTAINED ON THIS RECORDATION NOTICE REFLECTS THE DATA PRESENT IN THE PATENT AND TRADEMARK ASSIGNMENT SYSTEM. IF YOU SHOULD FIND ANY ERRORS OR HAVE QUESTIONS CONCERNING THIS NOTICE, YOU MAY CONTACT THE EMPLOYEE WHOSE NAME APPEARS ON THIS NOTICE AT 703-308-9723. PLEASE SEND REQUEST FOR CORRECTION TO: U.S. PATENT AND TRADEMARK OFFICE, ASSIGNMENT DIVISION, BOX ASSIGNMENTS, CG-4, 1213 JEFFERSON DAVIS HWY, SUITE 320, WASHINGTON, D.C. 20231.

RECORDATION DATE: 03/10/1998 REEL/FRAME: 1703/0088 NUMBER OF PAGES: 7

BRIEF: SECURITY INTEREST

ASSIGNOR:

TOTAL RESEARCH CORPORATION DOC DATE: 02/10/1998 CITIZENSHIP: DELAWARE

ENTITY: CORPORATION

ASSIGNEE:

SUMMIT BANK CITTZENSHIP: NEW JERSEY 301 CARNEGIE CENTER ENTITY: CORPORATION

CN 5316

PRINCETON, NEW JERSEY 08543-5316

APPLICATION NUMBER: 74729990 FILING DATE: 09/15/1995 REGISTRATION NUMBER: 2004281 ISSUE DATE: 10/01/1996

MARK: TRBC

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

1703/0088 PAGE 2

APPLICATION NUMBER: 74560182 FILING DATE: 08/10/1994 REGISTRATION NUMBER: 2021612 ISSUE DATE: 12/10/1996

MARK: COMPASS

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

JEEVON JONES, EXAMINER ASSIGNMENT DIVISION OFFICE OF PUBLIC RECORDS

RECORDED: 05/26/1998