



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).

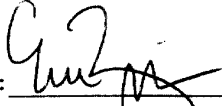
Except as provided in the immediately preceding paragraph, the Assignee shall not assign the Trademarks (or any portion thereof) to any person other than the Assignor.

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 10 day of February, 1998.

TOTAL RESEARCH CORPORATION


By:   
Eric Zissman, CFO

SUMMIT BANK

By:   
Anthony LaMarca, Vice President

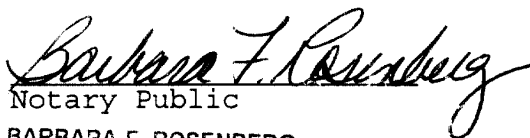
STATE OF NEW JERSEY :  
: SS.:  
COUNTY OF MERCER :

On this 10<sup>th</sup> day of February, 1998, before me, the undersigned, personally appeared Eric Fissman, the CFO 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>	<u>Registration or Application Number</u>	<u>Date of Registration or Application</u>
TRBC®	2,004,281	10/01/96
COMPASS®	2,021,612	12/10/96

# NORRIS, McLAUGHLIN & MARCUS, P. A.

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<sup>1</sup>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

TRADEMARK  
REEL: 1735 FRAME: 0499



**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.)

TRADEMARK  
REEL: 1735 FRAME: 0500



**UNITED STATES DEPARTMENT OF COMMERCE  
Patent and Trademark Office**

ASSISTANT SECRETARY AND COMMISSIONER  
OF PATENTS AND TRADEMARKS  
Washington, D.C. 20531

MAY 14, 1998

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

PTAS



\*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  
301 CARNEGIE CENTER  
CN 5316  
PRINCETON, NEW JERSEY 08543-5316

CITIZENSHIP: NEW JERSEY  
ENTITY: CORPORATION

APPLICATION NUMBER: 74729990  
REGISTRATION NUMBER: 2004281

FILING DATE: 09/15/1995  
ISSUE DATE: 10/01/1996

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

TRADEMARK  
REEL: 1735 FRAME: 0501

1703/0088 PAGE 2

APPLICATION NUMBER: 74560182  
REGISTRATION NUMBER: 2021612

FILING DATE: 08/10/1994  
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

TRADEMARK  
REEL: 1735 FRAME: 0502