

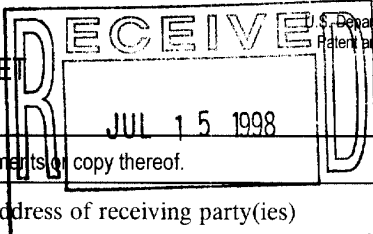
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U.S. Department of Commerce
Patent and Trademark Office

To the Honorable Commissioner of Patents

all documents or copy thereof.

1. Name of conveying party(ies):

CAL-JAM, INC.

☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-State-California
☐ Other

Additional name(s) of conveying party(ies) attached? ☐ Yes ☐ No

2. Name and Address of receiving party(ies)

Name: BNY FINANCIAL CORPORATION

Address: 1290 Avenue of the Americas
New York, New York 10104

3. Nature of conveyance:

☐ Assignment ☐ Merger
☒ Security Agreement ☐ Change of Name
☐ Other

Execution Date: April 17, 1998

Individual(s) citizenship _____

Association _____

General Partnership _____

Limited Partnership _____

Corporation-State-New York _____

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

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

74/256,975

B. Trademark Registration No.(s)

Additional numbers attached? ☐ Yes ☒ No

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

Baila H. Celedonia, Esq.
 Cowan, Liebowitz & Latman, P.C.
 1133 Avenue of the Americas
 New York, NY 10036-6799

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41)..... \$ 40.00

☒ Enclosed
☒ Any deficiency is authorized to be charged to
 Deposit Account No. 03-3415.

8. Deposit Account No. 03-3415

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

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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.

Baila H. Celedonia
 Name of Person Signing

Signature

7/14/98
 Date

Total number of pages including cover sheet, attachments, and document: 4

Mail to: U.S. Patent & Trademark Office, Office of Public Records, Crystal Gateway 4, Rm.335, Washington, D.C. 20231

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, CAL-JAM, INC., a corporation formed under the laws of California, located at 2761 Fruitland, Avenue, Vernon, CA 90058. has adopted, used and is using the marks shown in the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Borrower is obligated to BNY FINANCIAL CORPORATION ("Lender") located at 1290 Avenue of the Americas, New York, New York, pursuant to (i) (a) a Factoring Agreement and (b) related agreements, and (ii) a certain Trademark Collateral Security Agreement dated on or about the date hereof, made by Borrower in favor of Lender (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, Borrower is granting to Lender a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

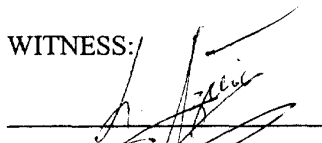
NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Borrower does hereby grant to Lender a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which assignment and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

Borrower expressly acknowledges and affirms that the rights and remedies of Lender with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: New York, New York
April 10, 1998

CAL-JAM, INC.

WITNESS:



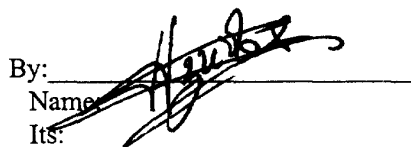
WITNESS:



By:

Name:

Its:

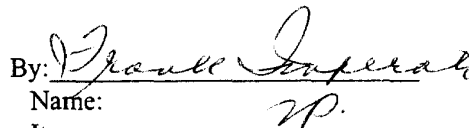


BNY FINANCIAL CORPORATION

By:

Name:

Its:



SCHEDULE A

Schedule A to a Trademark Assignment of Security Agreement dated as of April 10, 1998, by and between CAL-JAM, INC. and BNY FINANCIAL CORPORATION.

" Parallel "

All other trademarks and trademark applications
now or hereafter owned by CAL-JAM, INC.