

MRO 10/26/98

11-02-1998



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prints or copy thereof.

1. Name of conveying party(ies): IN STEREO, LLC 1805 Berlin Turnpike Wethersfield, CT 06109

2. Name and address of receiving party(ies): Name: Century Business Credit Corporation Internal Address: Street Address: 119 West 40th Street City: New York State: New York ZIP: 10018

3. Nature of conveyance: Security Agreement Merger Change of Name Other Execution Date: October 19, 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: No

4. Application number(s) or registration number(s): A. Trademark Application No.(s) SEE ATTACHED SCHEDULE A

B. Trademark registration No.(s) SEE ATTACHED SCHEDULE A

5. Name and address of party to whom correspondence concerning document should be mailed: RETURN TO: Federal Research Corporation 400 Seventh St., N.W., Suite 101 Washington, DC 20004

6. Total number of applications and registrations involved: 11 7. Total fee (37 CFR 3.41): \$ 290.00 Enclosed Authorized to be charged to deposit account 8. Deposit account number: (Attach duplicate copy of this page if paying by deposit account)

01 FC:481 40.00 OP 02 FC:482 250.00 OP

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 RICHARD ROEL Name of Person Signing Richard Roel Signature 10/23/98 Date Total number of pages including cover sheet, attachments and document: 4

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

SCHEDULE A.

Schedule A to a Trademark Assignment of Security dated October 19, 1998 by and between IN STEREO, LLC and CENTURY BUSINESS CREDIT CORPORATION.

<u>Registration or Mark</u>	<u>Reg. No. or Application No.</u>	<u>Country</u>	<u>Filing Date</u>	<u>Status</u>
BOOMER M CLOUD	2,098,184	U.S.A.	12/18/95	Registered
RIGHT BETWEEN THE EARS	2,100,289	U.S.A.	3/29/96	Registered
IN STEREO	2,109,766	U.S.A.	2/21/96	Registered
BOOMER M CLOUD and Design	2,111,262	U.S.A.	2/21/96	Registered
BOOMER M CLOUD SEAL OF APPROVAL and Design	2,124,372	U.S.A.	6/11/96	Registered
FUSION	2,155,330	U.S.A.	2/21/96	Registered
SOUNDOLOGY	75/453,919	U.S.A.	3/31/98	Under Review
LISTENER'S WANTED	75/496,196	U.S.A.	6/4/98	Under Review
BOOMER'S EXPRESS	75/495,808	U.S.A.	6/4/98	Under Review
ORIGINAL ALARM COMPANY	75/495,809	U.S.A.	6/4/98	Under Review
CONTROL PRO	75/495,939	U.S.A.	6/4/98	Under Review

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, IN STEREO, LLC, a limited liability company formed under the laws of Connecticut, located at 1805 Berlin Turnpike, Wethersfield, Connecticut 06109 ("Borrower"), 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 CENTURY BUSINESS CREDIT CORPORATION ("Lender") located at 119 West 40th Street, New York, New York 10018, pursuant to (i) a certain Loan and Security Agreement, dated the date hereof, between Lender and Borrower, and (ii) a certain Trademark Collateral Security Agreement, dated 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 assign unto Lender and 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.

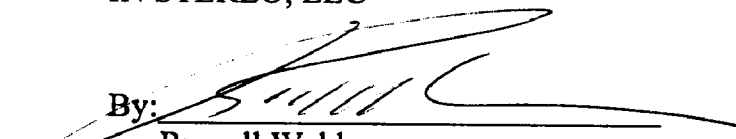
Dated: New York, New York
October 19, 1998

Witness:

IN STEREO, LLC

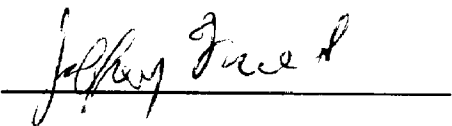


By:

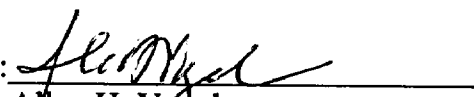

Russell Weldon
General Manager

Witness:

CENTURY BUSINESS CREDIT CORPORATION



By:


Allen H. Vogel
Senior Vice-President

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

On this 19th day of October, 1998, before me personally came Russell Weldon to me known, who, being by me duly sworn, did depose and say that he is the General Manager of In Stereo, LLC, the limited liability company described in and which executed the foregoing instrument; and that he was authorized to sign his name thereto on behalf of said limited liability company.

Richard Roel
Notary Public

RICHARD ROEL
NOTARY PUBLIC, State of New York
No. 01R05026268
Qualified in Queens County
Commission Expires April 18, 2000

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

On this 19th day of October, 1998, before me personally came Allen H. Vogel, to me known, who, being by me duly sworn, did depose and say that he is the Senior Vice President of Century Business Credit Corporation, the corporation described in and which executed the foregoing instrument; and that he was authorized to sign his name thereto on behalf of said corporation.

Richard Roel
Notary Public

RICHARD ROEL
NOTARY PUBLIC, State of New York
No. 01R05026268
Qualified in Queens County
Commission Expires April 18, 2000