
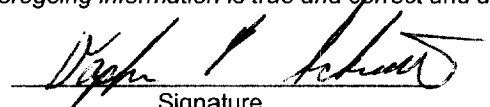


<small>USFORM PTC-159 1-31-92</small> <div style="float: right; text-align: right;"> 10-15-1999  101172448 </div>		<small>U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office</small>	
Tab settings ⇒ ⇒ ⇒ To the Honorable Commissioner of Patents and Trademarks		d original documents or copy thereof.	
1. Name of conveying party(ies): American Bank Note Holographics, Inc. Executive Boulevard Elmsford, New York 10523 <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State: DE <input type="checkbox"/> Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No		2. Name and address of receiving party(ies): Name: Foothill Capital Corporation Internal Address: _____ Street Address: 11111 Santa Monica Boulevard, Suite 1500 City: Los Angeles State: CA ZIP: 90025-3333	
3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input checked="" type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other Execution Date: September 29, 1999		<input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State: CA <input type="checkbox"/> Other - <small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No</small> <small>(Designations must be a separate document from Assignment)</small> <small>Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</small>	
4. Application number(s) or registration number(s): A. Trademark Application No.(s) SEE ATTACHED A		B. Trademark registration No.(s) SEE ATTACHED A Additional numbers attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
5. Name and address of party to whom correspondence concerning document should be mailed: Name: Federal Research Corp. Internal Address: _____ Street Address: 400 Seventh Avenue, N.W. Suite 101 City: _____ State: DC ZIP: 20004		6. Total number of applications and registrations involved: 10 7. Total fee (37 CFR 3.41): \$265.00 <input type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account 8. Deposit account number: _____ (Attach duplicate copy of this page if paying by deposit account)	
DO NOT USE THIS SPACE			
10/14/1999 MTHA11 00000264 1833318 01 FC:481 40.00 OP 02 FC:482 225.00 OP Payment 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			
Daphne E. Schmitt Name of Person Signing		 Signature	
		October 4, 1999 Date	
Total number of pages including cover sheet, attachments and document:			

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 September 27, 1999, by and between American Bank Note Holographics, Inc. and Foothill Capital Corporation.

I. REGISTRATIONS

<u>Trademark</u>	<u>Registration Date</u>	<u>Registration No.</u>
HOLOCHECK	4/26/94	1,833,318
HOLOMAGNETICS	7/1/97	2,074,787
HOLOPRINT	8/7/84	1,289,472
HOLOPRINT	12/3/85	1,373,482
HOLOMAG	8/29/95	1,915,793
HOLOSCAN	6/17/97	2,072,042
HOLOSTRIPE	6/21/94	1,841,223
HOLOGUARD	9/28/93	1,795,837

II. APPLICATIONS

<u>Trademark</u>	<u>Filing Date</u>	<u>Serial No.</u>
HOLOMAGNETICS	3/14/94	74/500,354
TAMPER-APPARENT	8/4/97	74/335/833

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, American Bank Note Holographics, Inc., a corporation formed under the laws of Delaware, located at 399 Executive Boulevard, Elmsford, New York 10523 ("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 Foothill Capital Corporation ("Lender") located at 11111 Santa Monica Boulevard, Suite 1500, Los Angeles, California 90025-3333, pursuant to (i) a certain Loan and Security Agreement, dated as of the date hereof, between Lender and Borrower, and (ii) a certain Trademark Collateral Security Agreement, dated as of 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

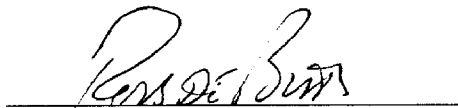
WHEREAS, pursuant to the Agreements, Borrower is granting to Lender a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

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.

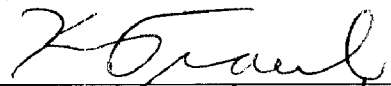
Borrower expressly acknowledges and affirms that the rights and remedies of Lender with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: New York, New York
September 29, 1999

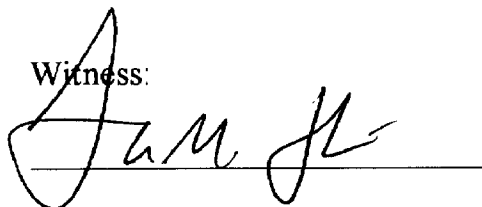
Witness:



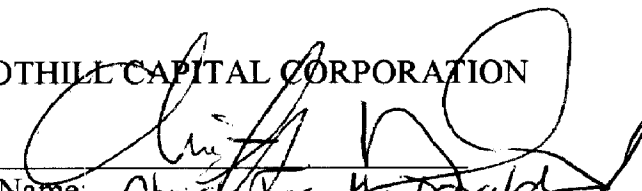
AMERICAN BANK NOTE HOLOGRAPHICS,
INC.

By: 
Name: Kenneth Traub
Its: President

Witness:

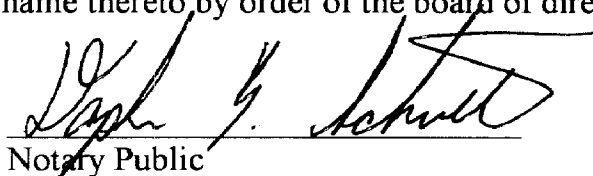


FOOTHILL CAPITAL CORPORATION

By: 
Name: Christopher H. H. H.
Its: Sr. V.P.

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

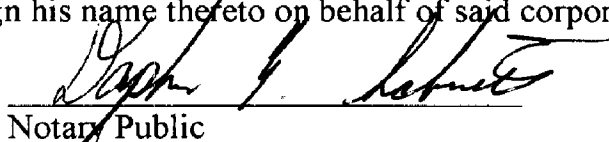
On this 29th day of September, 1999, before me personally came Kenneth Tymb, to me known, who, being by me duly sworn, did depose and say that he is the President of American Bank Note Holographics, Inc., the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said corporation.


Notary Public

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

DAPHNE E. SCHMITT
Notary Public, State of New York
No. 5008515
Qualified in Onondaga County
My Commission Expires February 22, 1999
2001

On this 29th day of September, 1999, before me personally came Christopher M. Munkel, to me known, who, being by me duly sworn, did depose and say that he is the S.V.P. of Foothill Capital 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.


Notary Public

DAPHNE E. SCHMITT
Notary Public, State of New York
No. 5008515
Qualified in Onondaga County
My Commission Expires February 22, 1999
2001