

11-18-1999

FORM PTC-159  
1-31-92

MRB 11-15-99

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U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

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101203065

To the Honorable Commissioner of P.

original documents or copy thereof.

1. Name of conveying party(ies):  
**SHARP INTERNATIONAL CORPORATION,**  
 Debtor-In-Possession  
 484 Sunrise Highway  
 Rockville Centre, New York 11570

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation-State: **NEW YORK**  
 Other \_\_\_\_\_

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

2. Name and address of receiving party(ies):  
 Name: CENTURY BUSINESS CREDIT CORPORATION  
 Internal Address: \_\_\_\_\_  
 Street Address: 119 WEST 40<sup>th</sup> STREET  
 City: New York State: New York ZIP: 10018

3. Nature of conveyance:  
 Assignment                       Merger  
 Security Agreement               Change of Name  
 Other \_\_\_\_\_

Execution Date: November 9, 1999

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)  
**SEE ATTACHED SCHEDULE A**

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

Additional numbers attached?  Yes  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 STREET, N.W.  
 City: WA State: DC ZIP: 20007

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41): ..... \$ 676.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number: \_\_\_\_\_  
 (Attach duplicate copy of this page if paying by deposit account)

11/17/1999 JSH00077 00000167 2006273

01 FC:481 40.00 DP  
02 FO:482 50.00 DP

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*

DEBORAH SCHEFF                                            11/10/99  
 Name of Person Signing                      Signature                      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

TRADEMARK  
 REEL: 001989 FRAME: 0253

**TRADEMARK ASSIGNMENT OF SECURITY**

WHEREAS, Sharp International Corporation, Debtor-In-Possession., a corporation formed under the laws of New York, located at 484 Sunrise Highway, Rockville Centre, New York 11570 ("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 40<sup>th</sup> 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

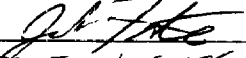
Borrower expressly acknowledges and affirms that the rights and remedies of Lender with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

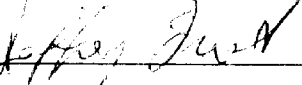
Dated: November 9, 1999

Witness:

SHARP INTERNATIONAL CORPORATION,  
Debtor-In-Possession, a New York corporation

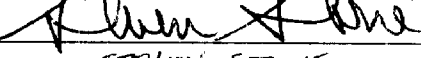
By: Kahn Consulting Inc., Responsible Officer

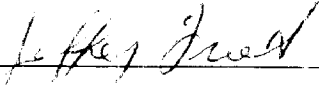
By:   
Name: JOHN FORTE  
Its: DIRECTOR



Witness:

CENTURY BUSINESS CREDIT CORPORATION

By:   
Name: STEVEN STONE  
Its: S.R. U.P.



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

On this 9 day of November, 1999, before me personally came JOHN FORTE, to me known, who, being by me duly sworn, did depose and say that he is the DIRECTOR of Kahn Consulting, Inc., the Responsible Officer of Sharp International Corporation, Debtor-In-Possession, a New York corporation, 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.

Deborah Scheff  
Notary Public  
DEBORAH SCHEFF  
NOTARY PUBLIC, State of New York  
No. 4907990  
Qualified in Nassau County  
Commission Expires October 13, 192001

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

On this 9 day of November, 1999, before me personally came STEVEN STONE, to me known, who, being by me duly sworn, did depose and say that he is the S.R.V.P. 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.

Deborah Scheff  
Notary Public  
DEBORAH SCHEFF  
NOTARY PUBLIC, State of New York  
No. 4907990  
Qualified in Nassau County  
Commission Expires October 13, 192001

SCHEDULE A

Schedule A to a Trademark Assignment of Security dated November 9, 1999, by and between SHARP INTERNATIONAL CORPORATION, Debtor-In-Possession., a New York corporation and CENTURY BUSINESS CREDIT CORPORATION.

<u>REG. NO. OR APPLICATION NO.</u>	<u>REG. OR FILING DATE</u>	<u>MARK</u>
2,006,273	10/08/96	SHARP
1,951,093	01/23/96	SHARP TIME THE ONE TO WATCH
0,812,513	08/09/66	SHARP