FORM PPQ-161 Expires 06/30/09 OMB 065/-0027

06-27-2000



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U.S. Department of Commerce Patent and Trademark Office **TRADEMARK**

RECORDATION FORM COVER SHEET

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Conveying Pa	arty	Mark	if additional names of convey	ying parties attached Execution Date Month Day Year
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Formerly				
Individual	General Partne	ership Limi	ited Partnership X	Corporation Association
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	a/State of Incorporation	n/Organization	Delaware	
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Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:

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RADEMARK

FORM	PTO-1618B
Expires 06/	

Page 2

U.S. Department of Commerce Patent and Trademark Office TRADFMARK

Domestic F				TRADEMARK
Domestic i	Representative Name and Address	Enter for the first	Receiving Party o	only.
Name	HSBC Bank USA			
Address (line 1)	140 Broadway			
Address (line 2)	New York, New York 10005			
Address (line 3)	Attn: Leveraged Capital Group			
Address (line 4)				
Correspond	dent Name and Address Area Code a	nd Telephone Number	(212)658-2981	
Name	HSBC Bank USA, as Agent			
Address (line 1)	140 Broadway			
Address (line 2)	New York, New York 10005			
Address (line 3)	Attn: Leveraged Capital Group			
Address (line 4)				
Pages	Enter the total number of pages of the a including any attachments.	ittached conveyance o	locument #	
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RECORDATION FORM COVER SHEET CONTINUATION TRADEMARKS ONLY

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Conveying Party Enter Additional Conveying Party Mark if additional names of conveying parties attached Execution Date Month Day Ye	
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Name	
Formerly	
Individual General Partnership Limited Partnership Corporation Association	
Other	
Citizenship State of Incorporation/Organization	
Receiving Party Enter Additional Receiving Party Mark if additional names of receiving parties attached	
Name	
DBA/AKA/TA	
Composed of	
Address (line 1)	
Address (line 2)	\supset
Address (line 3) State/Country Zip Code	
City State/Country Zip Code Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party	' is
Corporation Association not domiciled in the United States, appointment of a domestic	
representative should be attached (Designation must be a separate	
Other document from the Assignment.)	
Citizenship/State of Incorporation/Organization	
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TRADEMARK

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Exhibit A

REGISTERED TRADEMARKS

TRADEMARK	REGISTRATION NUMBER	REGISTRATION DATE
MAGIC IN THE NIGHT (and Design)	1,532,958	4/4/89
MAGIC IN THE NIGHT	2,320,367	2/22/00
SNAPLIGHT	1,826,885	3/15/94
LIGHTSHAPE	1,516,533	12/13/88
LITE-ROPE	1,359,958	9/17/85
SAFETYSTICK	2,268,405	8/10/99
BOVINE BEACON	2,237,105	4/6/99
GLOW STICK (Principal Register)	1,904,534	7/11/95
FLEX-STICK	1,765,331	4/13/93
FLEX-STICK (and Design)	1,749,494	1/26/93
LIGHT LINES (and Design)	1,515,372	12/6/88
LITE-UP	1,090,591	5/9/78
LITE-UP	1,302,795	10/3/84
LITE-UP	1,383,513	2/18/86
Design Only (Container Shape)	1,526,721	2/28/89
Design Only (Light Stick Shape), Supp. Reg.	1,814,578	12/28/93
IMPACT	1,784,817	7/27/93
LUNKER LIGHTS	1,341,079	6/11/85
PML	1,212,871	10/19/82
S.E.E.	1,991,902	8/6/96
GLO-FLEX	1,855,191	9/20/94

NYC Doc # 219084.1\Pvo \00903\00872

TRADEMARK APPLICATIONS

APPLICATION	APPLICATION NUMBER	APPLICATION DATE
SAFETY-GLOW	75-823657	10/15/99
CETRA-SAFE	75-630266	1/29/99
PARTY ANIMALS	75-479601	5/5/98
HEAT SEEKER	75-768999	8/5/98
CHEMILUX	75-758110	7/22/99
THERE'S NO BUSINESS LIKE GLOW BUSINESS	75-593328	11/23/98
SANTA SIGNAL	75-574618	10/19/98
GLOW 2000	75-479150	5/5/98
STARLIGHT	75-517997	7/13/98
THE GREAT OUTDOORS	75-530662	8/4/98
DESIGN ONLY	75-449744	3/13/98

NYC Doc # 219084.1\Pvo\00903\00872

NOTICE OF SECURITY INTEREST

Notice is hereby given that OMNIGLOW CORPORATION, a Delaware corporation with an address at 96 Windsor Street, West Springfield, Massachusetts 01089 ("Debtor") has granted a security interest to HSBC Bank USA, with its principal place of business located at 140 Broadway, New York, New York 10005-1180, as agent ("Agent"), in and to all of Debtor's trademarks, including, without limitation, the trademarks listed on Exhibit A and the applications and registrations associated therewith, pursuant to an agreement between Debtor and Agent dated of even date herewith and as the same may be amended or supplemented from time to time.

Dated: as of June 7, 2000

OMNIGLOW CORPORATION

Name: P.W. (ABA+

Title: Treasurer

STATE OF NEW YORK

)SS.:

COUNTY OF NEW YORK)

On the 1th day of June, 2000 before me, the undersigned, a notary public in and for said state, personally appeared fiv. La Batte, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that (s)he executed the same in his/her capacity, and that by his/her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

Notary Public

LINDA J. BOEHM Notary Public, State of New York No. 01B04750467 Qualified in Westchester County

My Commission Expires Oct. 31, 20_07

NYC Doc # 219084.1\Pvo \00903\00872

RECORDED: 06/09/2000