



Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
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TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

10-401

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State (FL)
- Other NDL Products, Inc.

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

2. Name and address of receiving party(ies)

Name: LaSalle Business Credit, Inc.

Internal

Address: _____

Street Address: 565 Fifth Ave. 27th Floor

City: New York State: NY Zip: 10017

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State NY
- 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

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other _____

Execution Date: September 24, 2001

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2369879 1434835
1680483 1193259
1875345 1264124
1620109
1362086
1417356

Additional number(s) attached Yes No

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

Name: _____

6. Total number of applications and registrations involved: 9

RETURN TO:
FEDERAL RESEARCH CORP
400 SEVENTH STREET NW
SUITE 101
WASHINGTON DC 20004

7. Total fee (37 CFR 3.41)..... 240.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: _____

City: _____ State: _____ Zip: _____

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

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.

Dawn Schlegel
Name of Person Signing

Dawn Schlegel
Signature

9/24/01
Date

Total number of pages including cover sheet, attachments, and document: 1

10/10/2001 LMUELLER 00000107 2369879

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

01 FC:481
02 FC:482

40.00 DP
200.00 DP

36719---

NOTICE OF ASSIGNMENT FOR SECURITY

(TRADEMARKS)

WHEREAS, NDL PRODUCTS, INC. (the "Assignor") has adopted, used and is using the trademarks and service marks listed on the annexed Schedule A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Assignor has entered into a Trademark Security Agreement dated as of September 24, 2001 (the "Security Agreement") in favor of LaSalle Business Credit, Inc. (the "Assignee");

WHEREAS, pursuant to the Security Agreement, the Assignor has collaterally assigned to the Assignee and granted to the Assignee a security interest in all right, title and interest of the Assignor in, to and under the Trademarks, together with the good-will of the business symbolized by the Trademarks and the applications and restrictions thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Obligations (as defined in the Security Agreement);


NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Assignor does hereby collaterally assign unto the Assignee and grants to the Assignee a security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.

The Assignor does hereby further acknowledge and affirm that the rights and remedies of the Assignee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

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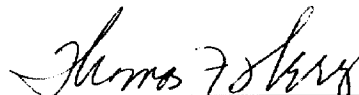
IN WITNESS WHEREOF, the Assignor has caused this Notice of Assignment for Security to be duly executed as of September 24, 2001, by its officer thereunto duly authorized.

NDL PRODUCTS, INC.

By: 
Name: David H. Brooks
Title: Chairman

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

On the 24th day of September, 2001, before me personally came David H. Brooks, to me known, who being by me duly sworn, did depose and say that he is the Chairman of the corporation described in and which executed the foregoing instrument in favor of LaSalle Business Credit, Inc.; and that he signed his name thereto by authority of the board of directors of said corporation.



Notary Public

THOMAS B. WARRING
NOTARY PUBLIC, State of New York
No. 4903009
Qualified in Nassau County
Commission Expires July 27, 2005

Schedule A

<u>Mark</u>	<u>Country</u>	<u>Pending (P) or Registered (R)</u>	<u>Filing or Issue Date</u>	<u>Expiration Date</u>	<u>Application or Registration #</u>
Grid	USA	R	7/25/2000	7/24/2010	2369879
DBS	USA	R	3/24/1992	3/23/2002	1680483
Weight Mates	USA	R	1/24/1995	1/23/2005	1875345
NDL	USA	R	10/30/1990	Unknown	1620109
Bra-Mate	USA	R	9/24/1985	Unknown	1362086
Grid (& Design)	USA	R	11/18/1996	11/17/2006	1417356
Grid (& Design)	USA	R	3/31/1987	Unknown	1434835
Hit Man	USA	R	4/6/1982	Unknown	1193259
Total Support System	USA	R	1/17/1984	Unknown	1264124

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RECORDED: 09/24/2001

TRADEMARK
REEL: 002377 FRAME: 0042