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OMB No. 0651-0027 (exp. 5/31/2002)

REC 01-11-2002

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

Tab settings ⇨ ⇨ ⇨ ▼ ▼ ▼ ▼ ▼

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

1. Name of conveying party(ies):

Wells Fargo Business Credit, Inc.
119 West 40th Street
New York, NY 10018

☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☑ Corporation-State: Minnesota
☐ Other

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

2. Name and address of receiving party(ies):

Name: Fedcap Rehabilitation Services, Inc.

Internal Address:

Street Address: 211 West 14th Street

City:NY State:NY ZIP: 10011

☐ 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

3. Nature of conveyance:

☑ Assignment ☐ Merger
☐ Security Agreement ☐ Change of Name
☐ Other

Execution Date: December 20, 2001

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

A. Trademark Application No.(s)
2,492,508
228,128

B. Trademark Registration No.(s)

Additional numbers attached ☐ Yes ☑ No

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

Reedfax
Crystal Plaza One
Suite 1207
2001 Jefferson Davis Hwy.
Arlington, Virginia 22202

6. Total number of applications and registrations involved: 2

7. Total Fee (37 CFR 3.41) ..... $ 65.00
☐ Enclosed
☐ 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

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.

Derek Lively — Name of Person Signing
Signature
January 2, 2002 — Date

Total number of pages including coversheet, attachments and document:

01/11/2002 TDIAZ1 00000030 2492508
01 FC:481 40.00 OP
02 FC:482 25.00 OP

Mail documents to be recorded with required coversheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, DC 20231

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01/02/2002 1148158.01

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, Fedcap Rehabilitation Services, Inc., a not-for-profit corporation formed under the laws of New York, located at 211 West 14th Street, New York, New York ("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 Wells Fargo Business Credit, Inc. ("Lender") pursuant to (i) a certain Credit 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
December 20, 2001

Witness:

FEDCAP REHABILITATION SERVICES, INC.

By: _____
Name: Barry H. Bloomgarden
Title: President

By: _____
Name: Kenneth Johnson
Title: Treasurer

Witness:

WELLS FARGO BUSINESS CREDIT, INC.

By: _____
Name: Stephen Roberts
Its: Vice President

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12/19/2001 1138310.03

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

On this 20th day of December, 2001, before me personally came Barry H. Bloomgarden, to me known, who, being by me duly sworn, did depose and say that he is the President of Fedcap Rehabilitation Services, 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

LOUKIA HARRIS
Notary Public, State of New York
No. 01HA4995575
Qualified in Nassau County
Commission Expires April 27, 2002

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

On this 20th day of December, 2001, before me personally came Kennith Johnson, to me known, who, being by me duly sworn, did depose and say that he is the Treasurer of Fedcap Rehabilitation Services, 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

LOUKIA HARRIS
Notary Public, State of New York
No. 01HA4995575
Qualified in Nassau County
Commission Expires April 27, 2002

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

On this 20th day of December, 2001, before me personally came Stephen Roberts, to me known, who, being by me duly sworn, did depose and say that he is the Vice President of Wells Fargo Business Credit, Inc., the company described in and which executed the foregoing instrument; and that he was authorized to sign his name thereto on behalf of said company.

Notary Public

LOUKIA HARRIS
Notary Public, State of New York
No. 01HA4995575
Qualified in Nassau County
Commission Expires April 27, 2002

TRADEMARK
REEL: 002419 FRAME: 0727

SCHEDULE A

Schedule A to a Trademark Assignment of Security dated December 20, 2001, by and between Fedcap Rehabilitation Services, Inc. and Wells Fargo Business Credit, Inc.

REGISTRATION NO. OR APPLICATION NO.	REGISTRATION OR FILING DATE	MARK
2,492,508	9/25/01	Fedcap
228,128	3/13/01	Words About Work