

06-12-2003



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

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)
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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
OMNIGLOW CORPORATION

6-6-03

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

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

3. Nature of conveyance:

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

Execution Date: 02/28/03

2. Name and address of receiving party(ies)

Name: HSBC Bank USA, as Agent

Internal
Address: N/A

Street Address: 140 Broadway

City: New York State: NY Zip: 10005-1180

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____
- 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) 76/363,295
76/364,027; 76/395,417

B. Trademark Registration No.(s) 2,614,142
2,557,238

Additional number(s) attached Yes No

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

Name: Eliezer Z. Hecht

Internal Address: _____

Phillips Lytle Hitchcock Blaine & Huber LLP

Street Address: 437 Madison Avenue, 34th Floor

City: New York State: NY Zip: 10022

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41).....\$ 140.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: _____

DO NOT USE THIS SPACE

9. Signature.

Eliezer Z. Hecht

Name of Person Signing

Signature

June 5, 2003

Date

Total number of pages including cover sheet, attachments, and document: 4

06/11/2003 EDOOPER 00000157 76363295

01 FC:8521
02 FC:8522

40.00 OP
100.00 OP

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

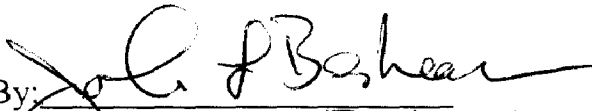
TRADEMARK
REEL: 002751 FRAME: 0809

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 as of June 7, 2000 and as the same may be amended or supplemented from time to time.

Dated: as of February 28, 2003

OMNIGLOW CORPORATION

By: 
Name: John C. Beshear
Title: Secretary

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

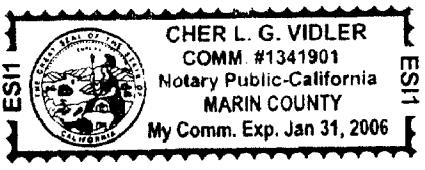
State of CALIFORNIA

County of MARIN

On MARCH 11 2003 before me, CHER L. G. VIDLER, NOTARY PUBLIC.
DATE NAME, TITLE OF OFFICER - E.G., "JANE DOE, NOTARY PUBLIC"

personally appeared JOHN L. BESHEARS
NAME(S) OF SIGNER(S)

personally known to me - OR - proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Cher L. G. Vidler
SIGNATURE OF NOTARY

OPTIONAL

Though the data below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent reattachment of this form.

CAPACITY CLAIMED BY SIGNER

- INDIVIDUAL
- CORPORATE OFFICER

TITLE(S)

- PARTNER(S) LIMITED
- ATTORNEY-IN-FACT GENERAL
- TRUSTEE(S)
- GUARDIAN/CONSERVATOR
- OTHER: _____

SIGNER IS REPRESENTING:
NAME OF PERSON(S) OR ENTITY(IES)

DESCRIPTION OF ATTACHED DOCUMENT

TITLE OR TYPE OF DOCUMENT

NUMBER OF PAGES

DATE OF DOCUMENT

SIGNER(S) OTHER THAN NAMED ABOVE

Exhibit A

TRADEMARKS APPLICATIONS

TRADEMARK	APPLICATION NUMBER	APPLICATION DATE
Glow USA	76/363,295	01/28/02
Spot Glow	76/364,027	01/29/02
Omniglow & Design	76/395,417	04/08/02

REGISTERED TRADEMARKS

TRADEMARK	REGISTRATION NUMBER	REGISTRATION DATE
Heat Seeker	2,614,142	09/03/02
Crazy Glow	2,557,238	04/02/02

NYC Doc # 263822.1\Ezh\00903\00872

RECORDED: 06/06/2003

**TRADEMARK
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