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FORM PTO-1584
1-31-92

RECORDATION FORM COVER SHEET TRADEMARKS ONLY.

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



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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):
Telebrands Direct Response Corporation
 2428 Patterson Avenue, S.W.
 Roanoke, Virginia 24016

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State *IA*
 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 40th Street**
 City: **New York** State: **NY** ZIP: **10018**

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

3. Nature of conveyance: *OB*

Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date: **June 21, 1993**

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 the Trademark Assignment of Security Agreement attached hereto

B. Trademark registration No.(s)
See the Trademark Assignment of Security Agreement attached hereto

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: **Denise J. Riordan**
 Internal Address: **Hahn & Hessen**
 Street Address: **350 Fifth Avenue**
 City: **New York** State: **NY** ZIP: **10118**

6. Total number of applications and registrations involved: **14**

7. Total fee (37 CFR 3.41): \$ **365.00**

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

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

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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

Denise J. Riordan *Denise J. Riordan* July 6th 1993
 Name of Person Signing Signature Date

Total number of pages comprising cover sheet: **4**

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TRADEMARK
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SCHEDULE A

Schedule A to a Trademark Assignment of Security Agreement dated June 21, 1993, by and between TELEBRANDS DIRECT RESPONSE CORPORATION and CENTURY BUSINESS CREDIT CORPORATION.

| <u>Mark</u> | <u>Reg. No. or Application No.</u> | <u>Reg. or Filing Date</u> |
|--|--|--------------------------------|
| Ambervision | 872493 | 7/16/87 |
| Blue Max | 74/340752 | 12/17/92 |
| Sweda | 1,750,886 | 2/2/83 |
| Whisper 2000 | 1626817 | 12/11/90 |
| Dazzle | 1,707,889 | 8/18/92 |
| No More Runs | 1,707,606 | 8/11/92 |
| Telebrands | 74/178554 | 6/21/91 |
| As Seen On TV | 74/169143 | 5/22/91 |
| As Seen On TV & Design | 74/064761 | 6/1/90 |
| AZARA | 74/123087 | 12/13/90 |
| Hair Magic | 74/353058 | 1/27/93 |
| Power Plak 2000 | 74/167396 | 5/17/91 |
| Rapid-Air Oven | 74/188422 | 7/25/91 |
| Uncle Bernie's 50 Plus Wholesale Club | 74/203861 | 8/15/91 |

TRADEMARK

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OFFICE

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FORM PTO-1594
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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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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):
Telebrands Direct Response Corporation
2428 Patterson Avenue, S.W.
Roanoke, Virginia 24016

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State:
 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 40th Street
City: New York State: NY ZIP: 10018

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

3. Nature of conveyances: June 21, 1993

Assignment Merger
 Security Agreement Change of Name
 Other Corrective Assignment of Security Interest:
Document previously recorded in Real/Frame 0987/053
contains a Trademark Registration No. to be deleted from
Schedule A to Trademark Assignment of Security Agreement

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.(s)
SEE ATTACHED SCHEDULE A

Additional numbers attached? Yes No

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

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

Name: Federal Research Corporation
Internal Address: _____
Street Address: 400 Seventh Avenue, N.W., Suite 101
City: Washington State: DC ZIP: 20004

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$ 40.00

Enclosed
 Authorized to be charged to deposit account

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

12/09/2003 JJALLAH2 00000011-1707889
 FC:0521 40.00 OP

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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

Joshua Divack, Esq. [Signature] December 3, 2003
Name of Person Signing Signature Date

Total number of pages including coversheet, attachments and document: 2

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

TRADEMARK
REEL: 002953 FRAME: 0108

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, Telebrands Direct Response Corporation, a corporation formed under the laws of Virginia ("Borrower") located at 2428 Patterson Avenue, S.W., Roanoke, VA 24016, 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 ("Factor") located at 119 West 40th Street, New York, New York, pursuant to (i) a certain Loan and Letter of Credit Security Agreement and related agreements, all dated the date hereof, between Factor and Borrower, and (ii) a certain Trademark Collateral Security Agreement, dated the date hereof made by Borrower in favor of Factor (the "Agreements"); and

WHEREAS, pursuant to the Agreements, Borrower is granting to Factor 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 Factor and grant to Factor 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.

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

Dated: New York, New York
June 21, 1993

TELEBRANDS DIRECT RESPONSE CORPORATION

Witness:

[Signature]

By: [Signature]

Title: [Signature]

CENTURY BUSINESS CREDIT CORPORATION

Witness:

Nancy Cavell

By: [Signature]

Title: EV?

REC 0987 RMD 054

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

On this 21st day of June, 1993, before me personally came Ajit Khubani, to me known, who, being by me duly sworn, did depose and say that he is the President of TELEBRANDS DIRECT RESPONSE 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.

Denise J. Riordan
Notary Public

DENISE J. RIORDAN
Notary Public, State of New York
No. 60-4931758
Qualified in Westchester County
Commission Expires May 31, 1994

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

On this 21st day of June, 1993, before me personally came David Finkelstein, to me known, who, being by me duly sworn, did depose and say that he is the Former Vice President of CENTURY BUSINESS CREDIT CORPORATION, the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by like order by order of the board of directors of said corporation.

Denise J. Riordan
Notary Public

DENISE J. RIORDAN
Notary Public, State of New York
No. 60-4931758
Qualified in Westchester County
Commission Expires May 31, 1994

TRADEMARK

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