

07-16-2004

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To the Honorable Commissioner of Patent.

102792562

Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
PRODUCTION RESOURCE GROUP INC.
539 Temple Hill Road
New Windsor, NY 12553

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-State: Delaware
☐ Other _____

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

3. Nature of conveyances:

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

Execution Date: July 8, 2004

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

Name: GMAC Commercial Finance LLC

Internal Address: _____

Street Address: 1290 Avenue of the Americas, 3rd FloorCity: New York State: NY ZIP: 10104

- ☐ Individual(s) citizenship _____
☐ Association _____
☐ General Partnership _____
☐ Limited Partnership _____
☐ Corporation-State _____
☒ Other Limited Liability Company

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

B. Trademark registration No.(s)

SEE ATTACHED SCHEDULE A

Additional numbers attached? ☒ Yes ☐ No

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

Name: Hahn & Hessen LLP

Internal Address: _____

Street Address: 488 Madison Avenue, 14th FloorCity: New York State: NY ZIP: 10022

6. Total number of applications and registrations involved: _____

10

7. Total fee (37 CFR 3.41): _____ \$ 265.00

- ☐ 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

Stuart S. Cowitt

Name of Person Signing

Stuart S. Cowitt

Signature

July 14, 2004

Date

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

6

07/16/2004 BYRNE 00000130 2170786

01 FC:8521
02 FC:852240.00 DP
225.00 DPMail documents to be recorded with required coversheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

2722605-5

SCHEDULE A

Schedule A to a Trademark Grant of Security dated July 8, 2004, by and between
PRODUCTION RESOURCE GROUP INC. and GMAC COMMERCIAL FINANCE LLC, as
Agent.

<u>REGISTRATION NO. OR APPLICATION NO.</u>	<u>REGISTRATION OR FILING DATE</u>	<u>MARK</u>
2,170,786	7/7/98	Icon Console
2,168,968	6/30/98	Icon Mini Console
2,263,939	10/17/96	Light & Sound Design
1,525,496	2/21/89	Colourmag
2,151,720	4/21/98	Washlight
2,145,706	3/24/98	Washlight
1,846,659	7/26/94	Icon (and Design)
<u>Applications</u>		
75-271357	4/8/97	Icon Medusa
75-182883	10/17/96	LSD Icon
75-061151	2/22/96	LSD Icon

TRADEMARK GRANT OF SECURITY

WHEREAS, PRODUCTION RESOURCE GROUP INC., a corporation formed under the laws of Delaware, located at 539 Temple Hill Road, New Windsor, NY 12553 ("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 GMAC COMMERCIAL FINANCE LLC ("GMAC CF"), and various other financial institutions (collectively, "Lenders") and GMAC CF as agent for Lenders ("Agent") pursuant to (i) a certain Amended and Restated Loan and Security Agreement, dated the date hereof, among Agent, Lenders, Borrower and the other credit parties named therein and (ii) a certain Intellectual Property Security Agreement, dated February 20, 2001, made by Borrower in favor of Agent (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 Agent for its benefit and for the ratable benefit of Lenders a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

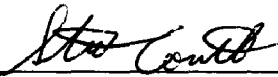
NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Borrower does hereby grant unto Agent for its benefit and for the ratable benefit of Lenders and grant to Agent for its benefit and for the ratable benefit of Lenders a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which grant and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

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

Dated: New York, New York
July 8, 2004

Witness:



PRODUCTION RESOURCE GROUP INC.

By: 

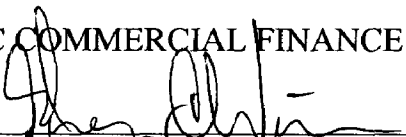
Name: Robert Manners

Its: Vice President and Secretary

Witness:



GMAC COMMERCIAL FINANCE LLC, as Agent

By: 

Name: Gregg Wise

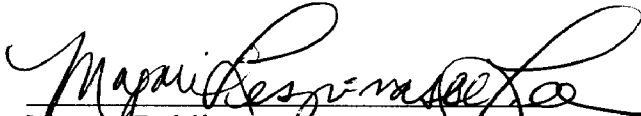
Its: Managing Director

STATE OF NEW YORK)

: SS.:

COUNTY OF NEW YORK)

On this 1st day of July, 2004, before me personally came Robert Manners, to me known, who, being by me duly sworn, did depose and say that he is the Vice President and Secretary of PRODUCTION RESOURCE GROUP 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 **NAGALI LESPINASSE LEE**
Notary Public, State of New York
No. 01186069014
Qualified in New York County
Commission Expires January 22, 2006

STATE OF NEW YORK)

: SS.:

COUNTY OF NEW YORK)

On this ____ day of July, 2004, before me personally came _____, to me known, who, being by me duly sworn, did depose and say that s/he is the _____ of GMAC COMMERCIAL FINANCE LLC, the company described in and which executed the foregoing instrument; and that s/he was authorized to sign her/his name thereto on behalf of said company.

Notary Public

STATE OF NEW YORK)

: SS.:

COUNTY OF NEW YORK)

On this ____ day of July, 2004, before me personally came Robert Manners, to me known, who, being by me duly sworn, did depose and say that he is the Vice President and Secretary of PRODUCTION RESOURCE GROUP 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.

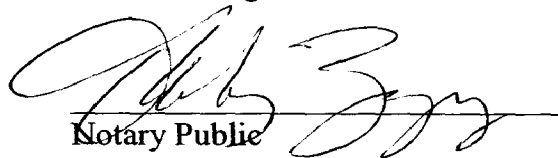
Notary Public

STATE OF NEW YORK)

: SS.:

COUNTY OF NEW YORK)

On this 7th day of July, 2004, before me personally came Gregg Wise, to me known, who, being by me duly sworn, did depose and say that he is the Managing Director of GMAC COMMERCIAL FINANCE LLC, the limited liability company described in and which executed the foregoing instrument; and that he was authorized to sign his name thereto on behalf of said limited liability company.


Notary Public

RODNEY ZAGURY
Notary Public, State of New York
01211-03 4833352
Qualified in New York County
Commission Expires September 30, ~~2005~~ 2005