

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Jabel Incorporated		03/14/2005	CORPORATION: NEW JERSEY

RECEIVING PARTY DATA

Name:	Acorn Capital Group, LLC
Street Address:	Two Greenwich Office Park
City:	Greenwich
State/Country:	CONNECTICUT
Postal Code:	06831
Entity Type:	Limited Liability Company:

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Registration Number:	1435489	ADD-A-CLUSTER
Registration Number:	1435490	ADD-A-SECTION
Registration Number:	506536	JABEL
Registration Number:	249652	FFF
Registration Number:	1591940	JII
Registration Number:	2639371	MASTERS IN THE PRICELESS ART OF EXCELLENCE
Registration Number:	1771359	JACOR

CORRESPONDENCE DATA

Fax Number: (866)459-2899
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 202-783-2700
 Email: pagodoa@federalresearch.com
 Correspondent Name: CBC Companies dba Federal Research
 Address Line 1: 1030 Fifteenth Street, NW, Suite 920

CH \$190.00 1435489

Address Line 2: attn: Penelope J.A. Agodoa
Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

NAME OF SUBMITTER:	Penelope J.A. Agodoa
Signature:	/pja/
Date:	03/21/2005

Total Attachments: 6
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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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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):
JABEL INCORPORATED

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State: NEW JERSEY
 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 March 14, 2005

2. Name and address of receiving party(ies)
Name: ACORN CAPITAL GROUP, LLC

Internal Address: _____

Street Address: TWO GREENWICH OFFICE PARK

City: GREENWICH State: CT Zip: 06831

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: Federal Research Corporation

Internal Address: _____

Street Address: 400 Seventh Avenue, N.W., Suite 101

City: Washington State: DC Zip: 20004

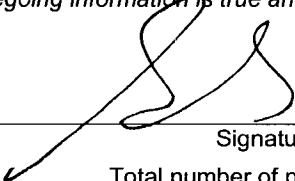
6. Total number of applications and registrations involved 7

7. Total fee (37 CFR 3.41) 170.00
 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

SONALI SHAH, ESQ.  March 16, 2005
Name of Person Signing Signature Date

Total number of pages including coversheet, attachments and document: 6

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

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, JABEL INCORPORATED, a corporation formed under the laws of New Jersey, located at 365 Coit Street, Irvington, New Jersey 07111 ("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 ACORN CAPITAL GROUP, LLC ("Lender") pursuant to (i) a certain Loan 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
March 14, 2005

~~Witness:~~ **ATTEST:**



DANIEL D. HERMAN
Secretary

JABEL INCORPORATED

By:


Name: Alan H. Herman, Jr.

Title: Director, Chairman and President

Witness:

ACORN CAPITAL GROUP, LLC

By:

Name: Paul Seidenwar

Title: Managing Director

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, JABEL INCORPORATED, a corporation formed under the laws of New Jersey, located at 365 Coit Street, Irvington, New Jersey 07111 ("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 ACORN CAPITAL GROUP, LLC ("Lender") pursuant to (i) a certain Loan 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.

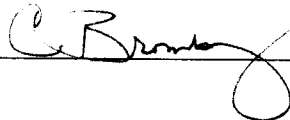
Dated: New York, New York
March 14, 2005

Witness:

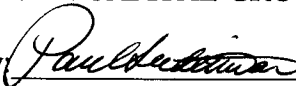
JABEL INCORPORATED

By: _____
Name: Alan H. Herman, Jr.
Title: Director, Chairman and President

Witness:



ACORN CAPITAL GROUP, LLC

By: 
Name: Paul Seidenwar
Title: Managing Director

STATE OF New Jersey)
)
COUNTY OF Essex) SS:

On the 14 day of March, 2005, before me personally came Alan H. Herman, Jr. to me known, who being by me duly sworn, did depose and say s/he is the Director, Chairman and President of Jabel Incorporated, the corporation described in and which executed the foregoing instrument; and that s/he signed her/his name thereto by order of the board of directors of said corporation.

Zenola W. Page
Notary Public
My Commission Expires: 4/21/2007
ZENOLA W. PAGE
A Notary Public Of New Jersey
My Commission Expires 4/21/2007

STATE OF _____)
)
COUNTY OF _____) SS:

Before me, the undersigned, on this ____ day of March, 2005, personally appeared Paul Seidenwar, to me known personally, and who being by me duly sworn, deposes and says that s/he is the Managing Director of Acorn Capital Group, and that s/he was authorized to sign her/his name thereto.

Notary Public
My Commission Expires:

STATE OF _____)
)
COUNTY OF _____)

ss:

On the ____ day of March, 2005, before me personally came Alan H. Herman, Jr. to me known, who being by me duly sworn, did depose and say s/he is the Director, Chairman and President of Jabel Incorporated, the corporation described in and which executed the foregoing instrument; and that s/he signed her/his name thereto by order of the board of directors of said corporation.

Notary Public
My Commission Expires:

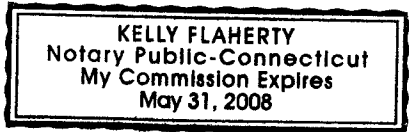
STATE OF Connecticut)
)
COUNTY OF Fairfield)

ss: Greenwich

Before me, the undersigned, on this 11th day of March, 2005, personally appeared Paul Seidenwar, to me known personally, and who being by me duly sworn, deposes and says that s/he is the Managing Director of Acorn Capital Group, and that s/he was authorized to sign her/his name thereto.

Kelly Flaherty

Notary Public
My Commission Expires:



SCHEDULE A

Schedule A to a Trademark Assignment of Security dated March/4, 2005, by and between JABEL INCORPORATED and ACORN CAPITAL GROUP, LLC.

MARK	REGISTRATION NUMBER	REGISTRATION DATE
ADD-A-CLUSTER	1435489	APRIL 7, 1987
ADD-A-SECTION	1435490	APRIL 7, 1987
JABEL	0506536	FEBRUARY 8, 1949
FFF	0249652	NOVEMBER 20, 1928
J II	1591940	APRIL 17, 1990
MASTERS IN THE PRICELESS ART OF EXCELLENCE	2639371	OCTOBER 22, 2002
JACOR	1771359	MAY 18, 1993