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

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To the Honorable Commissioner of Patents

Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Capital Business Credit, a division of Capital Factors, Inc.

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

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

2. Name and address of receiving party(ies)

Name: Marquette Business Credit, Inc.

Internal Address:

Street Address: 5910 N. Central Expressway Suite 1780

City: Dallas State: TX Zip: 75206

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Minnesota 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: January 5, 2005

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,307,161

Additional number(s) attached Yes No

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

Name: Elizabeth Helm

Internal Address:

Street Address: Little Pedersen Fankhauser 901 Main St., Suite 4110

City: Dallas State: TX Zip: 75202

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)

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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.

Elizabeth Helm Name of Person Signing

Signature

4.15.05 Date

Total number of pages including cover sheet, attachments, and document: 2

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

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**ASSIGNMENT OF PORTFOLIO ACCOUNT**

**FOR VALUE RECEIVED**, the undersigned **CAPITAL FACTORS, INC.**, a Florida corporation (the "**Seller**"), hereby sells, transfers, assigns, and sets over to **MARQUETTE BUSINESS CREDIT, INC.**, a Minnesota corporation (the "**Buyer**"), without recourse or warranty, express or implied, except only as specifically provided in that certain Asset Sale Agreement dated as of January 4, 2005, between the Seller, and the Buyer, all of its right, title, and interest in and to the Portfolio Account evidenced by that certain Loan and Security Agreement dated March 8, 2002, between **METROPOLITAN SECURITY, INC.**, a Tennessee limited liability company, and the Seller, and any amendments thereto, together with all agreements, instruments, documents and other writings executed in connection therewith or relating thereto, and all of the Seller's rights and obligations thereunder, including, without limitation, all collateral and guaranties thereunder. Capitalized terms not defined herein shall have the meanings ascribed them in the Asset Sale Agreement.

All rights, obligations, liabilities, and responsibilities with respect to the Portfolio Account and the servicing thereof are hereby transferred, assigned, and conveyed to the Buyer, who hereby assumes and agrees to perform all obligations thereunder, and the Seller is hereby discharged from all liability therefor.

**EXCEPT AS EXPRESSLY SET FORTH IN THE ASSET SALE AGREEMENT DESCRIBED ABOVE, THE SELLER MAKES NO REPRESENTATIONS OR WARRANTIES, EXPRESS OR IMPLIED, OF ANY TYPE, KIND, CHARACTER, OR NATURE WITH RESPECT TO THE PORTFOLIO ACCOUNT OR ANYTHING RELATING THERETO.**

IN WITNESS WHEREOF, this Assignment of Portfolio Account is executed as of January 5, 2005.

**SELLER:**

**CAPITAL FACTORS, INC.**

By:   
James B. Rothman, Executive  
Vice President