

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
S.R. Bray Corp.		10/14/2005	CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:	PNC Bank, National Association, as Term B Agent		
Street Address:	Two Tower Center		
City:	East Brunswick		
State/Country:	NEW JERSEY		
Postal Code:	08816		
Entity Type:	National Association:		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	1757237	POWER PLUS	
Registration Number:	2374348	POWER PLUS!	
Registration Number:	2713716	POWER PLUS!	
CORRESPONDENCE DATA			
Fax Number:	(866)459-2899		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	202-783-2700		
Email:	pagodoa@federalresearch.com		
Correspondent Name:	CBCInnovis dba Federal Research		
Address Line 1:	1023 Fifteenth Street, NW, Suite 401		
Address Line 2:	attn: Penelope J.A. Agodoa		
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20005		
ATTORNEY DOCKET NUMBER:	343906		
NAME OF SUBMITTER:	Penelope J.A. Agodoa		

CH \$90.00 1757237

Signature:	/pja/
Date:	11/02/2005
Total Attachments: 7 source=343906#page1.tif source=343906#page2.tif source=343906#page3.tif source=343906#page4.tif source=343906#page5.tif source=343906#page6.tif source=343906#page7.tif	

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, S. R. BRAY CORP., a corporation formed under the laws of California, located at 1005 N. Edward Court, Anaheim, CA, 92806 (“Company”), 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, Company is obligated to PNC BANK, NATIONAL ASSOCIATION (“PNC”) and various other financial institutions (collectively, “Lenders”) and PNC as agent for Term B Lenders (“Term B Agent”) pursuant to (i) a certain Revolving Credit, Term Loan and Security Agreement, dated the date hereof, among Term B Agent, Lenders, Company and the other borrowers noted therein, and (ii) a certain Trademark Collateral Security Agreement, dated the date hereof, made by Company in favor of Term B Agent (as each may be amended, modified, restated or supplemented from time to time, collectively, the “Agreements”); and

WHEREAS, pursuant to the Agreements, Company is granting to Term B Agent for its benefit and for the ratable benefit of Term B 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, Company does hereby assign unto Term B Agent for its benefit and for the ratable benefit of Term B Lenders and grant to Term B Agent for its benefit and for the ratable benefit of Term B 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 assignment and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

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

[SIGNATURE PAGE FOLLOWS]

Dated: New York, New York
October 14, 2005

Witness:

Barbara J. Bragg

S. R. BRAY CORP.

By: 

Name: STEVEN R BRAY
Its: PRESIDENT

Witness:

PNC BANK, NATIONAL ASSOCIATION, as Term
B Agent

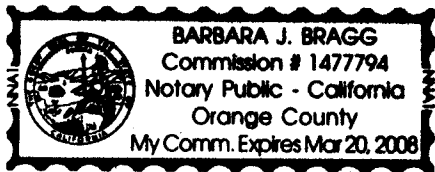
By: _____

Name:
Its:

STATE OF CALIFORNIA)
) ss.
COUNTY OF ORANGE)

On October 13, 2005, before me, Barbara J. Bragg, a Notary Public in and for said County and State, personally appeared Steven R. Bray, ~~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.



Barbara J. Bragg
Signature of Notary Public

[SEAL]

Dated: New York, New York
October 4, 2005

Witness:

S. R. BRAY CORP.

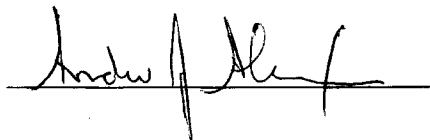
By: _____

Name:

Its:

Witness:

PNC BANK, NATIONAL ASSOCIATION, as Term
B Agent



By:  _____

Name: Douglas Shaffer

Its: Senior Managing Director

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

On this ____ day of October, 2005, before me personally came _____, to me known, who, being by me duly sworn, did depose and say that s/he is the _____ of S. R. BRAY CORP., 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

Commonwealth of PA
~~STATE OF NEW YORK~~)
 ALLEGHENY) ss.
COUNTY OF NEW YORK)

On this 19th day of October, 2005, before me personally came DOUGLAS E. SHAFFER to me known, who, being by me duly sworn, did depose and say that s/he is the SENIOR MANAGING DIRECTOR of PNC BANK, NATIONAL ASSOCIATION, and that s/he was authorized to sign her/his name thereto.

Joy A. Damico
Notary Public

Notarial Seal
Joy A. Damico, Notary Public
City Of Pittsburgh, Allegheny County
My Commission Expires October 7, 2008
Member, Pennsylvania Association Of Notaries

SCHEDULE A

	<u>Registration or Application No.</u>	<u>Country</u>	<u>Registration or Filing Date</u>	<u>Mark</u>
1.	1,757,237	US	March 9, 1993	"POWER PLUS"
2.	2,374,348	US	August 8, 2000	"POWER PLUS!"
3.	2,713,716	US	May 6, 2003	"POWER PLUS!"