

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 Working Capital 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:	343908		
NAME OF SUBMITTER:	Penelope J.A. Agodoa		

CH \$90.00 1757237

Signature:	/pja/
Date:	11/02/2005
Total Attachments: 7 source=343908#page1.tif source=343908#page2.tif source=343908#page3.tif source=343908#page4.tif source=343908#page5.tif source=343908#page6.tif source=343908#page7.tif	

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):
 S.R. Bray Corp.
 1005 N. Edward Ct.
 Anaheim, CA 92806

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State: California
 Other _____

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

2. Name and address of receiving party(ies):
 Name: PNC Bank, National Association, as Working Capital Agent

Internal Address: _____

Street Address: Two Tower Center

City: East Brunswick State: NJ ZIP: 08816

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

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)

3. Nature of conveyances:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: October 14, 2005

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

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: 3

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

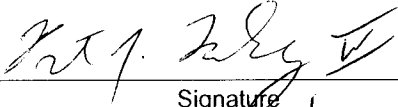
Enclosed
 Authorized to be charged to deposit account

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

Peter J. Lahny, IV  October 27, 2005

Name of Person Signing Signature Date

Total number of pages including coversheet, attachments and document: 7

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 Working Capital Lenders ("Working Capital Agent") pursuant to (i) a certain Revolving Credit, Term Loan and Security Agreement, dated the date hereof, among Working Capital 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 Working Capital 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 Working Capital Agent for its benefit and for the ratable benefit of Working Capital 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 Working Capital Agent for its benefit and for the ratable benefit of Working Capital Lenders and grant to Working Capital Agent for its benefit and for the ratable benefit of Working Capital 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 Working Capital Agent and Working Capital 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 4, 2005

Witness:

Barbara J. Bragg

S. R. BRAY CORP.

By: 
Name: STEVEN R BRAY
Its: PRESIDENT

Witness:

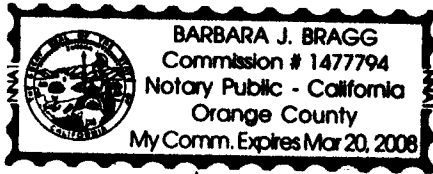
PNC BANK, NATIONAL ASSOCIATION, as
Working Capital Agent

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 14, 2005

Witness:

S. R. BRAY CORP.

By: _____

Name:

Its:

Witness:

PNC BANK, NATIONAL ASSOCIATION, as
Working Capital Agent

By: Jeffrey J. Bender

Name:

Its:

Jeffrey J. Bender
V.P.

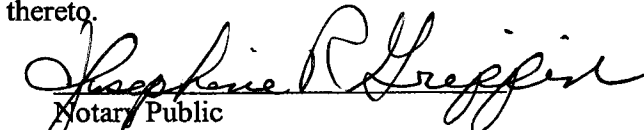
STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

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

~~STATE OF NEW YORK~~)
 ^{Jersey})
 middlesex) ss.
COUNTY OF ~~NEW YORK~~)

On this ^{13th} day of October, 2005, before me personally came Jeffrey J. Bender, to me known, who, being by me duly sworn, did depose and say that s/he is the Vice Pres of PNC BANK, NATIONAL ASSOCIATION, and that s/he was authorized to sign her/his name thereto.


Notary Public

JOSEPHINE R. GRIFFIN
NOTARY PUBLIC OF NEW JERSEY
MY COMMISSION EXPIRES AUG. 28, 2006

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!"