

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Promo Works, L.L.C.		12/23/2005	LIMITED LIABILITY COMPANY: ILLINOIS

RECEIVING PARTY DATA

Name:	Allied Capital Corporation, as Lender
Street Address:	520 Madison Avenue
Internal Address:	27th Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10022
Entity Type:	CORPORATION: MARYLAND

PROPERTY NUMBERS Total: 12

Property Type	Number	Word Mark
Registration Number:	2982060	PROMOPULL
Registration Number:	2733675	PROMOWORKS
Serial Number:	78706304	C-STOREWORKS
Serial Number:	78706321	MOBILEWORKS
Serial Number:	78572510	PROMOCHEF
Serial Number:	78706342	PROMODEMO
Serial Number:	78706337	PROMODISPLAY
Serial Number:	78706348	PROMOLEARNINGCENTER
Serial Number:	78706330	PROMOPIN
Serial Number:	78706296	PROMOPUMP
Serial Number:	78706311	PROMOREPORTS
Serial Number:	78706344	PSP

OP \$315.00 2982060

CORRESPONDENCE DATA

Fax Number: (919)416-8339

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Email: PTO_TMconfirmation@mvalaw.com

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Address Line 2: Suite 500

Address Line 4: Morrisville, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER:	032206.19NTPROMOWORKSCLE
NAME OF SUBMITTER:	Charles L. Evans
Signature:	/Charles L. Evans/
Date:	01/25/2006

Total Attachments: 4

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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security and Pledge Agreement dated as of December 23, 2005 (as the same may be amended, modified, extended or restated from time to time, the "Agreement") by and among the Obligor party thereto (each an "Obligor" and collectively, the "Obligors") and Allied Capital Corporation, as Lender (the "Lender"), the undersigned Obligor has granted and hereby grants a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Lender, subject to and upon the terms and conditions of the Agreement, which are incorporated herein by reference:

TRADEMARKS

<u>Trademark No.</u>	Description of Trademark <u>Item</u>	Date of <u>Trademark</u>
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[see attached Exhibit A]

TRADEMARK APPLICATIONS

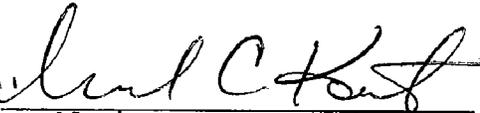
<u>Trademark Applications No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Applications</u>
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[see attached Exhibit A]

The Obligors and the Lender hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

Promo Works, L.L.C.

By: 

Name: Michael C. Kent

Title: President

Acknowledged and Accepted:

ALLIED CAPITAL CORPORATION, as Lender

By: *J. Maccaroni*
Name: *Justin S. Maccaroni*
Title: *Managing Director*

PROMO WORKS
IP NOTICE

TRADEMARK
REEL: 003233 FRAME: 0424

PROMO WORKS, L.L.C.**Registered Trademarks:**

MARK	STATUS	REGISTERED NUMBER	REGISTRATION DATE
PromoPull	Registered	2,982,060	August 2, 2005
PromoWorks	Registered	2,733,675	July 8, 2003

Trademark Applications:

MARK	STATUS	SERIAL NUMBER	FILING DATE
C-StoreWorks	Pending	78/706,304	September 2, 2005
MobileWorks	Pending	78/706,321	September 2, 2005
PromoChef	Pending	78/572,510	February 22, 2005
PromoDemo	Pending	78/706,342	September 2, 2005
PromoDisplay	Pending	78/706,337	September 2, 2005
PromoLearning Center	Pending	78/706,348	September 2, 2005
PromoPIN	Pending	78/706,330	September 2, 2005
PromoPump	Pending	78/706,296	September 2, 2005
PromoReports	Pending	78/706,311	September 2, 2005
PSP	Pending	78/706,344	September 2, 2005