

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
Production Resource Group, Inc.		03/20/2006	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	GMAC Commercial Finance LLC
Street Address:	1290 Avenue of the Americas
City:	New York
State/Country:	NEW YORK
Postal Code:	10104
Entity Type:	LIMITED LIABILITY COMPANY:

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Registration Number:	3000710	LIGHT SOUND DESIGN FOURTH PHASE
Registration Number:	2988943	
Registration Number:	2986255	M BOX
Registration Number:	2990374	MBOX
Serial Number:	78672909	AUTOPAR
Serial Number:	78547298	DIGI-LUMINAIRE
Serial Number:	78547286	DIGITAL LUMINAIRE
Serial Number:	78668314	MBOX EXTREME
Serial Number:	78672914	PRG SERIES 400
Serial Number:	78547421	VIDI-LITE

CORRESPONDENCE DATA

Fax Number: (866)826-5420

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 3016380511

TRADEMARK

REEL: 003287 FRAME: 0080

900046397

CH \$265.00 3000710

Email: ipresearchplus@comcast.net
Correspondent Name: IP Research Plus, Inc.
Address Line 1: 21 Tadcaster Circle
Address Line 2: Attn: Penelope J.A. Agodoa
Address Line 4: Waldorf, MARYLAND 20602

NAME OF SUBMITTER:

Penelope J.A. Agodoa

Signature:

/pja/

Date:

04/11/2006

Total Attachments: 7

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TRADEMARK GRANT OF SECURITY

WHEREAS, PRODUCTION RESOURCE GROUP, INC., a Delaware corporation, located at 539 Temple Hill Road, New Windsor, NY 12553 ("Guarantor"), owns the trademarks and trademark applications shown in the attached Schedule A (the "Trademarks"), for which there are recordings or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Guarantor is obligated to GMAC COMMERCIAL FINANCE LLC ("GMAC CF"), and various other financial institutions (collectively, "Lenders") and GMAC CF as agent for Lenders ("Agent") pursuant to (i) a certain Second Amended and Restated Loan and Security Agreement, dated January 6, 2006, among Agent, Lenders, Guarantor and the other credit parties named therein and (ii) a certain Intellectual Property Security Agreement, dated as of February 20, 2001, made by Guarantor in favor of Agent (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, Guarantor is granting to Agent for its benefit and for the ratable benefit of Lenders a security interest in the Trademarks, all proceeds thereof, all rights corresponding thereto and all reissues, divisions, continuations, renewals, extensions and continuations-in-part thereof, and the recordings and applications therefore.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Guarantor does hereby grant unto Agent for its benefit and for the ratable benefit of Lenders and grant to Agent for its benefit and for the ratable benefit of Lenders a security interest in and to the Trademarks, and recordings and applications therefor, which grant and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

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

Dated: New York, New York


March 20, 2006

Witness:



PRODUCTION RESOURCE GROUP, INC.

By:



Name:

Robert MANNERS

Its:

Vice President

Witness:

By:

Name:

Its:

GMAC COMMERCIAL FINANCE LLC, as Agent

STATE OF NEW YORK)

: ss.:

COUNTY OF NEW YORK)

On this 20 day of March, 2006, before me personally came Robert Manners, to me known, who, being by me duly sworn, did depose and say that he is the Vice President of PRODUCTION RESOURCE GROUP, INC., the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said corporation.

TERESA A. MORAN
Notary Public, State of New York
No. 01MO8045486
Qualified in Orange County
Commission Expires July 31, 2006

Teresa A. Moran
Notary Public

STATE OF NEW YORK)

: ss.:

COUNTY OF NEW YORK)

On this ____ day of March, 2006, before me personally came _____, to me known, who, being by me duly sworn, did depose and say that he is the _____ of GMAC COMMERCIAL FINANCE LLC, the limited liability company described in and which executed the foregoing instrument; and that he was authorized to sign his name thereto on behalf of said limited liability company.

Notary Public

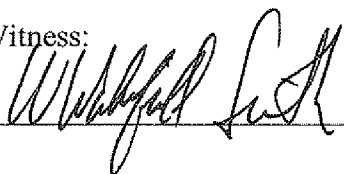
Guarantor expressly acknowledges and affirms that the rights and remedies of Agent and Lenders with respect to the grant and security interest granted hereby are more fully set forth in the Agreements.

Dated: New York, New York

March 06, 2006

Witness:

Witness:



PRODUCTION RESOURCE GROUP, INC.

By: _____

Name:

Its:

GMAC COMMERCIAL FINANCE LLC, as Agent

By:  _____

Name:

Its:

JOSEPH SKAFEROWSKY
DIRECTOR

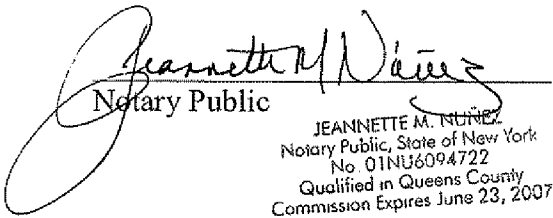
STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

On this ____ day of March, 2006, before me personally came _____, to me known, who, being by me duly sworn, did depose and say that he is the _____ of PRODUCTION RESOURCE GROUP, INC., the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said corporation.

Notary Public

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

On this 6 day of March, 2006, before me personally came J. S. AFARUK to me known, who, being by me duly sworn, did depose and say that he is the Director of GMAC COMMERCIAL FINANCE LLC, the limited liability company described in and which executed the foregoing instrument; and that he was authorized to sign his name thereto on behalf of said limited liability company.


Notary Public
JEANNETTE M. NUNEZ
Notary Public, State of New York
No. 01NU6094722
Qualified in Queens County
Commission Expires June 23, 2007

SCHEDULE A

Schedule A to a Trademark Grant of Security dated March 6, 2006, by and between PRODUCTION RESOURCE GROUP, INC. and GMAC COMMERCIAL FINANCE LLC, as Agent.

U.S. Trademark Registrations

<u>Trademark</u>	<u>Registration Number</u>	<u>Registration Date</u>
Light & Sound Design	3,000,710	9/27/05
LSD/Fourth Phase Logo	2,988,943	8/30/05
MBox & Design	2,986,255	8/16/05
MBox	2,990,374	8/30/05

U.S. Trademark Applications

<u>Trademark</u>	<u>Serial Number</u>	<u>Filing Date</u>
Autopar	78/672,909	7/18/05
Digi-Luminaire	78/547,298	1/13/05
Digit5al Luminaire	78/547,286	1/13/05
MBox Extreme	78/668,314	7/12/05
PRG Series 400	78/672,914	7/18/2005
Vidi-Lite	78/547,421	1/13/05