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J original documents or copy thereof.

MCD  
1/12/99

To the Honorable Commissioner of Patents and Trademarks

1. Name of conveying party(ies):  
**PAECO, INC. d/b/a WILKE-RODRIQUEZ**  
**156 Fifth Avenue**  
**New York, New York 10010**

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: CENTURY BUSINESS CREDIT CORPORATION  
Internal Address: \_\_\_\_\_  
Street Address: 119 West 40th Street  
City: New York State: NY ZIP: 10018

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State New York  
 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: 12/14/98

01/13/1999 SBURNS 00000073 1976482

01 FC:481 40.00 OP  
02 FC:482 125.00 OP

4. Application number(s) or registration number(s):  
A. Trademark Application No.(s)  
**SEE ATTACHED A**

B. Trademark registration No.(s)  
**SEE ATTACHED A**

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
Name: Federal Research Corp  
1  
Internal Address: \_\_\_\_\_  
Street Address: 400 Seventh St NW  
Suite 101  
Washington DC State: DC ZIP: 20004

6. Total number of applications and registrations involved: 6

7. Total fee (37 CFR 3.41): \$ 165.00  
 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*

Kim Brathwaite                      [Signature]                      1/5/99  
Name of Person Signing                      Signature                      Date

Total number of pages including cover sheet, attachments and document: 4

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

SCHEDULE A

Schedule A to a Trademark Assignment of Security dated December 14, 1998, by and between PAECO, INC. and CENTURY BUSINESS CREDIT CORPORATION.

<u>Registration or Mark</u>	<u>Reg. No. or Application No.</u>	<u>Country</u>	<u>Date</u>
WR Wilke Rodriguez & Design	1976482	United States	5/28/96
WR Wilke Rodriguez Relax	1974928	United States	5/21/95
WR Wilke Rodriguez Relax & Design	1978216	United States	6/4/96
WR Relax & Design	1978215	United States	6/4/96
Zero 06 Six Wilke Rodriguez	1885065	United States	3/21/95
Zero 06 Six & Design	1891177	United States	4/25/95

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, PAECO, INC. d/b/a/ WILKE-RODRIGUEZ located at 156 Fifth Avenue, New York, New York 10010 ("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 CENTURY BUSINESS CREDIT CORPORATION ("Century") located at 119 West 40<sup>th</sup> Street, New York, New York 10018, pursuant to (i) a certain Factoring Agreement, dated the date hereof, between Century and Company and (ii) a certain Trademark Collateral Security Agreement, dated the date hereof made by Company in favor of Century (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 Century a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

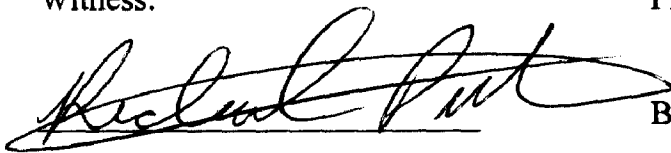
NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Company does hereby assign unto Century and grant to Century a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, 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 Century with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: New York, New York  
December 14, 1998

Witness:

PAECO, INC.




By:   
Name: Eduardo Rodriguez  
Title: CEO

Witness:

CENTURY BUSINESS CREDIT CORPORATION



By:   
Name: Thomas Pizzo  
Title: PM

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

On this 22<sup>nd</sup> day of December, 1998, before me personally came Eduardo Rodriguez to me known, who, being by me duly sworn, did depose and say that he is the President of Paeco, Inc., the corporation described in and which executed the foregoing instrument; and that he was authorized to sign his name thereto on behalf of said corporation.

Kathryn M. Appello  
Notary Public

Kathryn M. Appello  
A Notary Public of NJ  
My Commission Expires  
May 21, 2001

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

On this 15<sup>th</sup> day of December, 1998, before me personally came Thomas V. Rizzo to me known, who, being by me duly sworn, did depose and say that he is the CEO of Century Business Credit Corporation, the corporation described in and which executed the foregoing instrument; and that he was authorized to sign his name thereto on behalf of said corporation.

Bernadette Bigone  
Notary Public

BERNADETTE BIGONE  
Notary Public, State of New York  
No. 03-4935170  
Qualified in Bronx County  
Commission Expires Sept. 14, 1999