09-13-1999

FORM PTC-159
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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Octagon Process, Inc.
596 River Road
Edgewater, New Jersey 07020

☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-State: New Jersey
☐ 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 Agent
Internal Address:
Street Address: Two Tower Center Boulevard
City: East Brunswick State: New Jersey ZIP: 08816

☐ Individual(s) citizenship
☐ Association
☐ General Partnership
☐ Limited Partnership
☐ Corporation-State
☒ Other Bank

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: August 27, 1999

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)
SEE ATTACHED SCHEDULE A

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

Additional numbers attached? ☒ Yes ☐ No

5. Name and address of par1ty to whom correspondence concerning document should be mailed:

Name: FEDERAL RESEARCH CORP.
Internal Address:
Street Address: 400 SEVENTH AVENUE, N.W.
SUITE 101
City: WA State: DC ZIP: 20004

6. Total number of applications and registrations involved: 2

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)

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DO NOT USE THIS SPACE

01 FC:481 40.00 OP
02 FC:482 25.00 OP

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

DEBORAH SCHEFF
Name of Person Signing

Signature

9-1-99
Date

Total number of pages including cover sheet, attachments and document: 5

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

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SCHEDULE A

Schedule A to a Trademark Assignment of Security Interest dated August 27, 1999, by and between OCTAGON PROCESS, INC. and PNC BANK, NATIONAL ASSOCIATION, as Agent.

Reg. No. or Application No.	Trademark	Country	Reg. or Filing Date
1,746,666	Octagon Forty Below	U.S.A.	1/19/93
1,692,268	Octagon ADF-Plus	U.S.A.	6/09/92

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, OCTAGON PROCESS, INC., a corporation organized under the laws of the State of New Jersey ("Borrower") having a mailing address at 596 River Road, Edgewater, New Jersey 07020, 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, Borrower is obligated to PNC BANK, NATIONAL ASSOCIATION ("PNC"), the various other financial institutions (together with PNC, collectively, the "Lenders") named in and which hereafter become a party to the Loan Agreement (as hereinafter defined) and PNC as agent for Lenders (PNC in such capacity, the "Agent"), pursuant to (i) a certain Revolving Credit, Term Loan and Security Agreement, dated the date hereof, among Agent, Lenders and Borrower and (ii) a certain Trademark Collateral Security Agreement, dated the date hereof, made by Borrower in favor of Agent for its benefit and for the ratable benefit of Lenders (as such agreements may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, Borrower is granting to Agent for its benefit and for the ratable benefit of 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, Borrower does hereby assign unto Agent and grant to Agent for its benefit and for the ratable benefit of 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.

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

Dated: August 27, 1999

Witness:

OCTAGON PROCESS, INC.

By:

Name: Jeffrey B. Grevousent

Title: President

Witness:

PNC BANK, NATIONAL ASSOCIATION, as Agent

By:

Name: CRAIG STILLWAGON

Title: VICE PRESIDENT

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TRADEMARK
REEL: 001956 FRAME: 0905

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

On this 27 day of August, , 1999, before me personally came JEFFREY B. CREVOISERAT to me known, who, being by me duly sworn, did depose and say that he is the PRESIDENT of Octagon Process, 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.

Deborah Scheff
Notary Public

DEBORAH SCHEFF
NOTARY PUBLIC, State of New York
No. 4907990
Qualified in Nassau County
Commission Expires October 13, 1999

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

Before me, the undersigned, on this 27 day of August, 1999, personally appeared CRAIG STILLWAGON to me known personally, and who being by me duly sworn, deposes and says that he is the VICE PRESIDENT of PNC BANK, NATIONAL ASSOCIATION, and that he was authorized to sign said instrument on behalf of said national association, and he acknowledged said instrument to be the free act and deed of said national association.

Deborah Scheff
Notary Public

My Commission Expires:

DEBORAH SCHEFF
NOTARY PUBLIC, State of New York
No. 4907990
Qualified in Nassau County
Commission Expires October 13, 1999

1052824.2/FMS/99999/001 8/23/99