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OMB No. 0651-0011 (exp. 4/94)



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To the Honorable Commissioner of

101248446

attached original documents or copy thereof.

1. Name of conveying party(ies):
 Future Labs, Inc.
 123 South Broad Street, Suite 1910
 Philadelphia, PA 19109

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State PA
 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: 114 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: December 8, 1999

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

A. Trademark Application No.(s)
 SEE SCHEDULE A TO ATTACHED TRADEMARK
 ASSIGNMENT OF SECURITY

B. Trademark Registration No.(s)
 SEE SCHEDULE A TO ATTACHED TRADEMARK
 ASSIGNMENT OF SECURITY

Additional numbers attached? Yes No

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

Name: Federal Research Corp.
 Internal Address: _____

01/19/2000 ISHABA77 00000064 75545763
 01 FC:481 40.00 DP
 02 FC:482 275.00 DP

Street Address: 400 Seventh Street, N.W.
Suite 101

City: Washington, State: D.C. ZIP: 20004

6. Total number of applications and registrations involved: 12

7. Total fee (37 CFR 3.41).....\$ 315.00

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.

Loukia Harris
 Name of Person Signing Signature

December 20, 1999
 Date

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

SCHEDULE A

December 8, 1999

Schedule A to a Trademark Assignment of Security dated ~~November 1999~~ by and between Future Labs, Inc. and Century Business Credit Corporation.

<u>MARK</u>	<u>SERIAL NO. OR REG NO.</u>	<u>FILED/ REGISTERED</u>	<u>COUNTRY</u>
DEAD BATTERY	75/545,703	09/01/98	U.S.A.
deadbattery.com	75/545,725	09/01/98	U.S.A.
DEAD START	75/676,393	04/07/99	U.S.A.
START ME UP	75/613,580	12/30/98	U.S.A.
START ME UP	75/613,579	12/30/98	U.S.A.
START ME UP	75/613,578	12/30/98	U.S.A.
START ME UP	75/613,577	12/30/98	U.S.A.
START ME UP	75/613,576	12/30/98	U.S.A.
START ME UP	75/613,575	12/30/98	U.S.A.
START ME UP	75/613,774	12/30/98	U.S.A.
START ME UP	75/613,773	12/30/98	U.S.A.
START ME UP	75/501,061	06/12/98	U.S.A.

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, Future Labs, Inc., a corporation formed under the laws of Pennsylvania, located at 123 South Broad Street, Suite 1910, Philadelphia, Pennsylvania 19109 ("Company"), has adopted, used and is using, or intends to use, 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 40th Street, New York, New York, 10018 pursuant to (i) a certain Security Agreement, dated as of the date hereof, between Century and Company, and (ii) a certain Trademark Collateral Security Agreement, dated as of 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

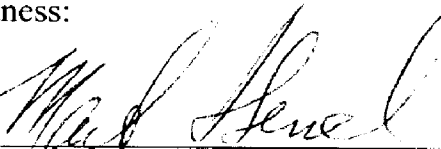
WHEREAS, pursuant to the Agreements, Company is granting to Century a security interest in the Marks, the goodwill associated with the Marks, and the registrations and applications therefor.

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 associated with the Marks, and registrations and applications therefor, which security interest shall secure all the Obligations as defined in the Security Agreement and in accordance with the terms and provisions thereof.

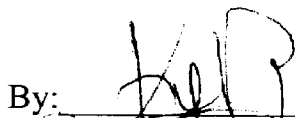
Company expressly acknowledges and affirms that the rights and remedies of Century with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

Dated: New York, New York
~~November 16, 1999~~
December 8, 1999

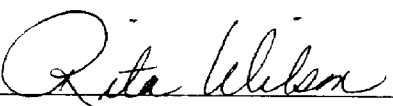
Witness:

By: 

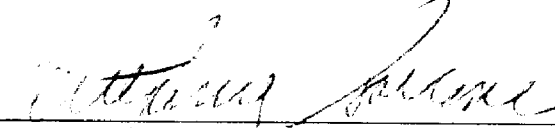
FUTURE LABS, INC.

By: 
Name: Kyle Burns
Title: President

Witness:

By: 

CENTURY BUSINESS CREDIT CORPORATION

By: 
Name: Anthony Sarrone
Title: SVP

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

On this 18 day of November, 1999, before me personally came Kyle Burns, to me known, who, being by me duly sworn, did depose and say that he is the President of Future Labs, 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.



Notary Public

LOUKIA HARRIS
Notary Public of New York
No. 01HA4995575
Qualified in Nassau County
Commission Expires April 27, 2000

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

On this 18 day of November, 1999, before me personally came Anthony Sarcone, to me known, who, being by me duly sworn, did depose and say that he is the Senior Vice President 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.



Notary Public

LOUKIA HARRIS
Notary Public of New York
No. 01HA4995575
Qualified in Nassau County
Commission Expires April 27, 2000