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To the Honorable Commissioner of Patents and Tr

Original documents or copy thereof.

1. Name of conveying party(ies): 6-1-00
 SCENE NOT HERD, INC.
 594 Broadway
 New York, New York 10012

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State: NY
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyances:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: May 15, 2000

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: 10118

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State NY
 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

4. Application Number(s) or registration number(s):
 A. Trademark Application.(s)
SEE ATTACHED SCHEDULE A

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

Additional numbers attached? Yes No

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

Name: Federal Research Corporation
 Internal Address: _____

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

City: Washington State: DC ZIP: 20004

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41): \$ 65.00
 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 10.00 00
02 FC:482 75.00 00

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 May 25, 2000
 Name of Person Signing Signature Date

Total number of pages including coversheet, attachments and document: 5

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

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, SCENE NOT HERD, INC., a corporation formed under the laws of NEW YORK ("Borrower") located at 594 BROADWAY, NEW YORK, NY 10012, 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 **CENTURY BUSINESS CREDIT CORPORATION** ("Lender") located at 119 West 40th Street, New York, New York, 10018 pursuant to (i) a certain Factoring Agreement, dated the date hereof, between Lender and Borrower, and (ii) a certain Trademark Collateral Security Agreement, dated the date hereof made by Borrower in favor of Lender (the "Agreements"); and

WHEREAS, pursuant to the Agreements, Borrower is granting to Lender 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 Lender and grant to Lender 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.

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

Dated: New York, New York

May 15, 2000

Witness:

Allen Wolf

SCENE NOT HERD, INC.

By: [Signature]
JOSEPH BOZZELLA, PRESIDENT

CENTURY BUSINESS CREDIT CORPORATION

Witness:

Morico Bialus

By: [Signature]
ANTHONY J. SARCONI, SR. V.P.

STATE OF NEW YORK)

: ss.:

COUNTY OF NEW YORK)

On this 15 day of May, 1996, before me personally came JOSEPH BOZZELLA, to me known, who, being by me duly sworn, did depose and say that he is the PRESIDENT of SCENE NOT HERD, 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.

JUNE S. CHENG
Notary Public, State of New York
No. 24-4946743
Qualified in Kings County
Commission Expires March 15, 2001

[Signature]
Notary Public

STATE OF NEW YORK)


: ss.:

COUNTY OF NEW YORK)

On this 22 day of May, 2000, before me personally came ANTHONY J. SARCONI, 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 signed his name thereto by like order by order of the board of directors of said corporation.

JUNE S. CHENG
Notary Public, State of New York
No. 84-4046743
Qualified in Kings County
Commission Expires March 18, 2001



Notary Public

SCHEDULE A

Schedule A to a Trademark Assignment of Security Agreement dated May 15
____, 2000, by and between **SCENE NOT HERD, INC.** and **CENTURY BUSINESS
CREDIT CORPORATION.**

<u>Reg. No. or Application No.</u>	<u>Mark</u>	<u>Reg. or Country</u>	<u>Filing Date</u>
2,181,572	VARCITY BY NO JOKE AND V DESIGN	USA	8/11/98
1,682,415	NO JOKE	USA	4/7/92

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