

01-24-2003

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings



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U.S. DEPARTMENT OF COMMERCE U.S. 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):

Applied Image Group, Inc.

- Individual(s) Association General Partnership Limited Partnership Corporation-State Other New York

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

2. Name and address of receiving party(ies)

Name: Wells Fargo Business Credit, Inc.

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 Minnesota 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: 09/04/02

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2346842; 2452401

Additional number(s) attached Yes No

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

Name: Frederick A. Avila

Internal Address: Wolf, Block, Schorr and Solis-Cohen LLP

Street Address: 1650 Arch Street, 22nd Floor

City: Philadelphia State: PA Zip: 19103

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:

DO NOT USE THIS SPACE

9. Signature.

Robert F. Zielinski

Name of Person Signing

Signature

Date: Jun 15 03

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

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

01/23/2003 TDIRAZI 00000192 2346842

01 FC:8521 02 FC:8522

40.00 DP 25.00 DP

TRADEMARK REEL: 002657 FRAME: 0123

NOTICE OF ASSIGNMENT FOR SECURITY

(Trademarks)

WHEREAS, APPLIED IMAGE GROUP, INC. (the "**Assignor**") has adopted, used and is using the trademarks and service marks listed on the annexed Schedule A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "**Trademarks**");

WHEREAS, the Assignor has entered into a Patent and Trademark Security Agreement dated as of September 4, 2002 (the "**Security Agreement**") in favor of Wells Fargo Business Credit, Inc. (the "**Assignee**");

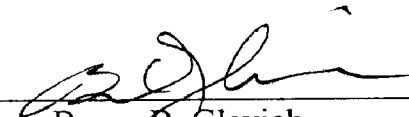
WHEREAS, pursuant to the Security Agreement, the Assignor has assigned to the Assignee and granted to the Assignee a security interest in all right, title and interest of the Assignor in, to and under the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the applications and restrictions thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof (all of the foregoing collectively, the "**Collateral**"), to secure the payment, performance and observance of the Obligations (as defined in the Security Agreement);

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Assignor does hereby assign unto the Assignee and grants to the Assignee a security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.

The Assignor does hereby further acknowledge and affirm that the rights and remedies of the Assignee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

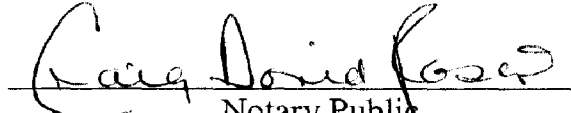
IN WITNESS WHEREOF, the Assignor has caused this Notice of Assignment for Security to be duly executed by its officer thereunto duly authorized as of September 4, 2002.

APPLIED IMAGE GROUP, INC.

By: 
Name: Bruno B. Glavich
Title: President and Chief Executive Officer

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

On this 4th day of September, 2002, before me personally came Bruno B. Glavich, to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that he is the President and Chief Executive Officer of Applied Image Group, Inc., a New York corporation, and that he executed the foregoing instrument in the name of such corporation and that he/she had authority to sign the same, and he/she acknowledged to me that he/she executed the same as the act and deed of said corporation for the uses and purposes therein mentioned.


Notary Public

CRAIG DAVID ROSEN
Notary Public, State of New York
No. 01RO003231
Qualified in New York County
Commission Expires Feb 23, 20 06

SCHEDULE A

TRADEMARKS, SERVICE MARKS

Trademarks	Country	Status	Registration Number	Filing Date
APPLIED IMAGE GROUP	USA	Registered	2346842	1/25/99
Stylized Triangular Corporate Logo	USA	Registered	2452401	2/12/99

DSN:175334.1/WEL043-191907

RECORDED: 01/15/2003

**TRADEMARK
REEL: 002657 FRAME: 0126**