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To the Honorable Commissioner of Patents and Trademarks **100742823**

documents or copy thereof.

1. Name of conveying party(ies):
MICHAEL FREIDMAN CORP.
650 Fountain Avenue
Brooklyn, New York 11208

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

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

2. Name and address of receiving party(ies):
Name: **LASALLE BUSINESS CREDIT, INC., as Agent**
Internal Address: _____
Street Address: **135 South LaSalle Street**
City: **Chicago** State: **IL** ZIP: **60603**

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: **6/3/98**

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State **Delaware**
 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 No.(s)
Additional numbers attached? Yes No

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

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: **Federal Research Corp.**
Internal Address: _____
Street Address: **400 Seventh Street, 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)

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

Richard Roel *Richard Roel* **6/5/98**
Name of Person Signing Signature Date

06/19/1998 **SSMITH** **00000055** **200-4100** Total number of pages including cover sheet, attachments and document: **4**

01 FC:481
02 FC:482

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 June __, 1998, by and between
MICHAEL FRIEDMAN CORP. and LASALLE BUSINESS CREDIT, INC., AS AGENT.

<u>Reg. No. or Application No.</u>	<u>Mark</u>	<u>Country</u>	<u>Reg. or Filing Date</u>
2,004,188	Cribmates	U.S.A.	10/1/96
2,014,780	Hobby Horse	U.S.A.	11/12/96

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, MICHAEL FRIEDMAN CORP., a corporation formed under the laws of the State of New York ("Borrower") located at 650 Fountain Avenue, Brooklyn, New York 11208, has adopted, used and is using the marks shown in the attached Schedule A (the "Trademarks"), 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 LASALLE BUSINESS CREDIT, INC. ("LaSalle"), the other financial institutions named in or which hereafter become a party to the Loan Agreement (as hereinafter defined) (LaSalle and such other financial institutions, collectively, "Lenders") and LaSalle as agent for Lenders (LaSalle in such capacity, "Agent") pursuant to (i) a certain Loan and Security Agreement dated the date hereof, among Borrower, Agent and Lenders, and (ii) a certain Trademark Collateral Security Agreement, dated the date hereof made by Borrower in favor of Agent for the ratable benefit of Lenders (as amended, modified, restated or supplemented, from time to time, the "Agreements"); and

WHEREAS, pursuant to the Agreements, Borrower is granting to Agent for the ratable benefit of Lenders a security interest in the Trademarks, the goodwill of the business symbolized by the Trademarks, and the registrations and applications therefor.

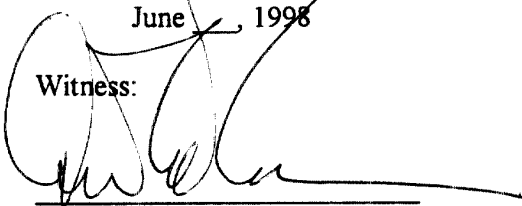
NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Borrower does hereby assign unto and grant to Agent for the ratable benefit of Lenders a security interest in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks, and registrations and applications therefor, which assignment and security interest shall secure all the Liabilities 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: New York, New York

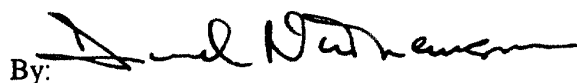
June 1, 1998

Witness:



MICHAEL FRIEDMAN CORP.

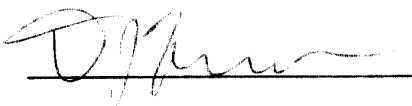
By:



Name: David Nathanson

Title: Chief Executive Officer

Witness:



LASALLE BUSINESS CREDIT, INC.,
AS AGENT

By:



Name: LAWRENCE P. GAMI

Title: FIRST VICE PRESIDENT

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

On this ____ day of June, 1998, before me personally came David Nathanson, to me known, who, being by me duly sworn, did depose and say that he is the Chief Executive Officer of MICHAEL FRIEDMAN CORP., 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.

Richard Roel
Notary Public

RICHARD ROEL
NOTARY PUBLIC, State of New York
No. 01R05026268
Qualified in Queens County
Commission Expires April 18, 2000

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

On this ____ day of June, 1998, before me personally came Lawrence P. Garni to me known, who, being by me duly sworn, did depose and say that he is the FIRST VICE PRESIDENT of LASALLE BUSINESS CREDIT, 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.

Richard Roel
Notary Public

RICHARD ROEL
NOTARY PUBLIC, State of New York
No. 01R05026268
Qualified in Queens County
Commission Expires April 18, 2000