

12-10-1999

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

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To the Honorable Commissioner of Patents and Trademarks, please return the enclosed original documents or copy thereof.

<p>1. Name of conveying party(ies):</p> <p>Spar Trademarks, Inc. 580 White Plains Road Tarrytown, New York 10591</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State: <u>Nevada</u> <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: <u>IBJ WHITEHALL BUSINESS CREDIT CORPORATION</u> Internal Address: _____ Street Address: <u>One State Street</u> City: <u>New York</u> State: <u>New York</u> ZIP: <u>10004</u></p>
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<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input checked="" type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>September 22, 1999</u></p>	<p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>New York</u> <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from Assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s) SEE ATTACHED SCHEDULE A</p>	<p>B. Trademark registration No.(s) SEE ATTACHED SCHEDULE A</p>
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Additional numbers attached? Yes No

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Federal Research Corp.</u> Internal Address: _____ Street Address: <u>400 Seventh Avenue, N.W.</u> <u>Suite 101</u> City: <u>Washington</u> State: <u>DC</u> ZIP: <u>20004</u></p>	<p>6. Total number of applications and registrations involved: 5</p> <p>7. Total fee (37 CFR 3.41): \$ <u>140.00</u> <input type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: _____ (Attach duplicate copy of this page if paying by deposit account)</p>
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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

DEBORAH SCHEFF *Deborah Scheff* 11-24-99
Name of Person Signing Signature Date

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

12/07/1999 TTON11 00000296 1357128
01 FC:481 482 40.00 OP 100.00 OP
1063410.1/DSS/25254/055 11/24/99

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

TRADEMARK
REEL: 001997 FRAME: 0357

SCHEDULE A

Schedule A to a Trademark Assignment of Security Agreement dated September 22, 1999, by and between SPAR Trademarks, Inc. and IBJ Whitehall Business Credit Corporation.

CORPORATION.

<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
SPAR	1,357,128	August 27, 1985
SPAR & design	1,357,132	August 27, 1985
SPAR & design	1,387,743	March 25, 1986
SPAR	1,441,909	June 9, 1987
SPAR	1,597,275	May 22, 1990

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, SPAR TRADEMARKS, INC., a corporation formed under the laws of the State of Nevada ("Company") and having an office located at 580 White Plains Road, Tarrytown, New York 10591, 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, Company, SPAR Marketing Force, Inc., SPAR, Inc., SPAR/Burgoyne Retail Services, Inc., SPAR Incentive Marketing, Inc., SPAR MCI Performance Group, Inc., SPAR Marketing, Inc. (DE), SPAR Marketing, Inc. (NV), SPAR Acquisition, Inc., PIA Merchandising Co., Inc., Pacific Indoor Display Co., Inc., and Pivotal Sales Company are obligated to IBJ WHITEHALL BUSINESS CREDIT CORPORATION ("Lender") located at One State Street, New York, New York 10004, pursuant to (i) a certain Second Amended and Restated Revolving Credit, Term Loan and Security Agreement dated the date hereof between Lender and Company, and (ii) a certain Trademark Collateral Security Agreement dated the date hereof made by Company in favor of Lender (as such agreements may be amended, modified, restated or supplemented from time to time, the "Agreements"); and

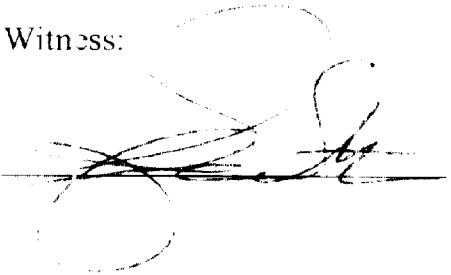
WHEREAS, pursuant to the Agreements, Company is granting to Lender a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Company does hereby 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 security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

Company 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
September 22, 1999

Witness:



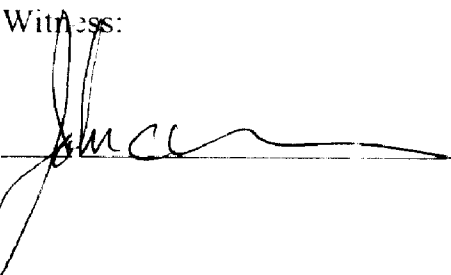
SPAR TRADEMARKS, INC.

By:

Name:  JAMES H. RUSS

Title: GC

Witness:



IBJ WHITEHALL BUSINESS CREDIT CORPORATION

By:

Name:  EDWARD A. TESSER

Title: SUP

STATE OF NEW YORK)

: ss.:

COUNTY OF NEW YORK)

Before me, the undersigned, on this 22 day of September, 1999, personally appeared James H. K. S., to me known personally, and who being by me duly sworn, deposes and says that he is the CFO of SPAR Trademarks, Inc., and that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged said instrument to be the free act and deed of said corporation.

Derorah Scheff
Notary Public

DERORAH SCHEFF
NOTARY PUBLIC, State of New York
No. 4907990
Qualified in Nassau County
Commission Expires October 13, 19__

STATE OF NEW YORK)

: ss.:

COUNTY OF NEW YORK)

Before me, the undersigned, on this 22 day of September, 1999, personally appeared James H. K. S., to me known personally, and who being by me duly sworn, deposes and says that he is a SVP of IBJ Whitehall Business Credit Corporation, and that he was authorized to sign his name thereto on behalf of said corporation.

Derorah Scheff
Notary Public

DERORAH SCHEFF
NOTARY PUBLIC, State of New York
No. 4907990
Qualified in Nassau County
Commission Expires October 13, 19__