

12-10-1999

FORM PTC-159  
1-31-92

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office



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Tab settings

To the Honorable Commission

original documents or copy thereof

1. Name of conveying party(ies):

PIA Merchandising Co, Inc.  
580 White Plains Road  
Tarrytown, New York 10591

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

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

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other

Execution Date: September 22, 1999

2. Name and address of receiving party(ies):

Name: IBJ WHITEHALL BUSINESS CREDIT CORPORATION

Internal Address:

Street Address: One State Street

City: New York State: New York ZIP: 10004

- 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

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

A. Trademark Application No.(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 Corp.

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:

3

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

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

12/07/1999 TT011 00000308 1457066

DO NOT USE THIS SPACE

01 FC:481 40.00 DP  
02 FC:482 50.00 DP

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

Name of Person Signing

Signature

Date

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

4

Mail 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 Agreement dated September 13, 1999, by and between PIA Merchandising Co., Inc. and IBJ Whitehall Business Credit Corporation.

<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
Market Level Marketing	1,857,866	10/22/94
PIA	1,812,363	12/21/93
Retail Resources	2,139,455	2/24/98

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, PIA MERCHANDISING CO., INC., a corporation formed under the laws of the State of California ("Company") 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 Trademarks, Inc., 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., SPAR Group, 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

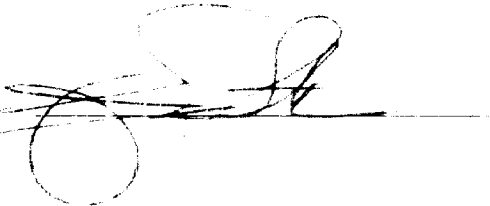
WHEREAS, pursuant to the Agreements, Company is granting to Lender a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

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:



PIA MERCHANDISING CO., INC.

By:

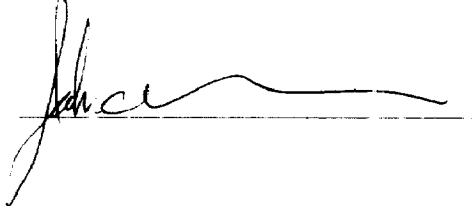
Name:

JAMES H. FOSS

Title:

TREASURER

Witness:



IBJ WHITEHALL BUSINESS CREDIT CORPORATION

By:

Name:

Edward A. Tessier

Title:

SVP

STATE OF NEW YORK )

: ss.:

COUNTY OF NEW YORK)

Before me, the undersigned, on this 28 day of September, 1999, personally appeared Joseph P. [unclear], to me known personally, and who being by me duly sworn, deposes and says that he is the President of PIA Merchandising Co., 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.

Notary Public

DEBORAH SCHEFF  
NOTARY PUBLIC, State of New York  
No. 4907990  
Qualified in Nassau County  
Commission Expires October 13, 1999

STATE OF NEW YORK )

: ss.:

COUNTY OF NEW YORK)

Before me, the undersigned, on this 28 day of September, 1999, personally appeared Joseph A. [unclear], to me known personally, and who being by me duly sworn, deposes and says that he is a VP of IBJ Whitehall Business Credit Corporation, and that he was authorized to sign his name thereto on behalf of said corporation.

Notary Public

DEBORAH SCHEFF  
NOTARY PUBLIC, State of New York  
No. 4907990  
Qualified in Nassau County  
Commission Expires October 13, 1999