

RECORDED

07-16-2004

2 SHEET
Y

7-16-04



102792557

Tab settings =>=>=>

To the Honorable Commissioner of

to record the attached original documents or copy thereof.

1. Name of conveying party(ies):
PRODUCTION RESOURCE GROUP, L.L.C.
 539 Temple Hill Road
 New Windsor, NY 12553

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

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

2. Name and address of receiving party(ies):
 Name: GMAC Commercial Finance LLC
 Internal Address: _____
 Street Address: 1290 Avenue of the Americas, 3rd Floor
 City: New York State: NY ZIP: 10104

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other Limited Liability Company

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 conveyances:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: July 8, 2004

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

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: Hahn & Hessen LLP
 Internal Address: _____

Street Address: 488 Madison Avenue, 14th Floor

City: New York State: NY ZIP: 10022

6. Total number of applications and registrations involved: 7

7. Total fee (37 CFR 3.41): \$ 190.00
 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

Stuart S. Cowitt *Stuart S. Cowitt* July 14, 2004
 Name of Person Signing Signature Date

Total number of pages including coversheet, attachments and document: 6

07/16/2004 DBYRNE 00000129 1733960

01 FC:8521
02 FC:8522

40.00 OP
150.00 OP

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

2722605-6

SCHEDULE A

Schedule A to a Trademark Grant of Security dated July 8, 2004, by and between PRODUCTION RESOURCE GROUP, L.L.C. and GMAC COMMERCIAL FINANCE LLC, as Agent.

<u>REGISTRATION NO. OR APPLICATION NO.</u>	<u>REGISTRATION OR FILING DATE</u>	<u>MARK</u>
1,733,960	11/17/92	STAGE COMMAND SYSTEM
2,328,562	3/14/00	STAGE COMMAND
2,101,893	9/30/97	INTELLI-DRIVE
2,583,014	6/18/02	PRG (Logo)
2,564,444	4/23/02	FOURTH PHASE
2,595,593	7/16/02	FOURTH PHASE LOGO
2,607,861	8/13/02	ENTOLO

TRADEMARK GRANT OF SECURITY

WHEREAS, PRODUCTION RESOURCE GROUP, L.L.C., a Delaware limited liability company, located at 539 Temple Hill Road, New Windsor, NY 12553 ("Borrower"), 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 GMAC COMMERCIAL FINANCE LLC ("GMAC CF"), and various other financial institutions (collectively, "Lenders") and GMAC CF as agent for Lenders ("Agent") pursuant to (i) a certain Amended and Restated Loan and Security Agreement, dated the date hereof, among Agent, Lenders, Borrower and the other credit parties named therein and (ii) a certain Intellectual Property Security Agreement, dated February 20, 2001, made by Borrower in favor of Agent (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, Borrower is granting to Agent for its benefit and for the ratable benefit of Lenders 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 grant unto Agent for its benefit and for the ratable benefit of Lenders and grant to Agent for its benefit and for the ratable benefit of Lenders 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 grant and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

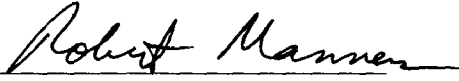
Borrower expressly acknowledges and affirms that the rights and remedies of Agent and Lenders with respect to the grant and security interest granted hereby are more fully set forth in the Agreements.

Dated: New York, New York
July 8, 2004

Witness:




PRODUCTION RESOURCE GROUP, L.L.C.

By: 

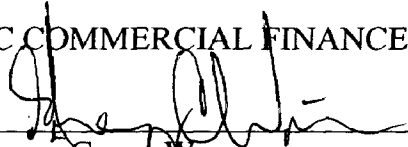
Name: Robert Manners

Its: Vice President and Secretary

Witness:



GMAC COMMERCIAL FINANCE LLC, as Agent

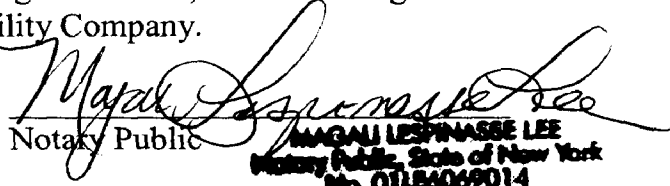
By: 

Name: Gregg Wise

Its: Managing Director

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

On this 6th day of July, 2004, before me personally came Robert Manners, to me known, who, being by me duly sworn, did depose and say that he is the Vice President and Secretary of PRODUCTION RESOURCE GROUP, L.L.C., the limited liability company described in and which executed the foregoing instrument; and that he signed his name thereto by order of the members of said limited liability Company.


Notary Public **MAGALI LESPINASSE LEE**
Notary Public, State of New York
No. 01184069014
Qualified in New York County
Commission Expires January 22, 2006

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

On this ____ day of July, 2004, before me personally came _____, to me known, who, being by me duly sworn, did depose and say that s/he is the _____ of GMAC COMMERCIAL FINANCE LLC, the company described in and which executed the foregoing instrument; and that s/he was authorized to sign her/his name thereto on behalf of said company.

Notary Public

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

On this ____ day of July, 2004, before me personally came Robert Manners, to me known, who, being by me duly sworn, did depose and say that he is the Vice President and Secretary of PRODUCTION RESOURCE GROUP, L.L.C., the limited liability company described in and which executed the foregoing instrument; and that he signed his name thereto by order of the members of said limited liability Company.

Notary Public

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

On this 7th day of July, 2004, before me personally came Gregg Wise, to me known, who, being by me duly sworn, did depose and say that he is the Managing Director of GMAC COMMERCIAL FINANCE LLC, the limited liability company described in and which executed the foregoing instrument; and that he was authorized to sign his name thereto on behalf of said limited liability company.


Notary Public

RODNEY ZAGURY
Notary Public, State of New York
012111031 4832352
Qualified in New York County
Commission Expires September 30, ~~1995~~ 2005