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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) 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): JJI Lighting Group, Inc. 67 Holly Hill Lane Greenwich, CT 06830 [] Individual(s) [] Association [] General Partnership [] Limited Partnership [x] Corporation-State DE [] Other Additional name(s) of conveying party(ies) attached? [] Yes [x] No

11-4-02

2. Name and address of receiving party(ies) Name: Transamerica Business Capital Corporation, as Agent Internal Address: 555 Theodore Fremd Avenue Street Address: City: Rye State: NY Zip: 10580 [] Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [x] Corporation-State NY [] 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 [x] Security Agreement [] Change of Name [] Other Execution Date: 10/30/2002

4. Application number(s) or registration number(s): A. Trademark Application No.(s) See Schedule A to Trademark Assignment of Security B. Trademark Registration No.(s) See Schedule A to Trademark Assignment of Security Additional number(s) attached [x] Yes [] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Federal Research Corporation Internal Address: Street Address: 1030 15th Street NW, Suite 920 City: Washington State: DC Zip: 20005

6. Total number of applications and registrations involved: 85 7. Total fee (37 CFR 3.41): \$2140.00 [] Enclosed [] Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature. Loukia Harris Name of Person Signing Signature October 31, 2002 Date

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Total number of pages including cover sheet, attachments, and document: 7

01 FC:8521 02 FC:8522 40.00 2100.00

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

TRADEMARK REEL: 2606 FRAME: 0930

SCHEDULE A

Trademark	Application Serial No./Registration No.	Filing Date/Registration Date
VERSA-LUME	76/391,174	4/3/02
TEXTRA	76/391,207	4/3/02
MULTI-MED	76/396,281	4/17/02
ALKCO	1,248,267	8/16/83
LITTLE INCH	1,248,268	8/16/83
LINCANDESCENTS	1,387,441	3/25/86
WALLSCAPES	1,454,106	8/25/87
EDGE-GLO	1,632,745	1/22/91
TWIN INCH	1,632,746	1/22/91
SUPER INCH	1,637,977	3/12/91
TASK/ACCENT LITTLE INCH	1,658,920	10/1/91
HI-LO LITTLE INCH	1,672,534	1/21/92
LINCS	1,958,115	2/20/96
QUICK INCH	2,286,238	10/12/99
XENIX	2,557,226	4/2/02
SLIQUE T2	2,591,220	7/9/02
SOFT-GLO	76/206,963	2/8/01
LIGHTRONICS	407,485	6/6/44
BRASCOLITE	693,771	3/1/60
SLIMLUX	694,856	3/22/60
ARISTOLITE	694,859	3/22/60
FLU-O-INDIRECT	694,861	3/22/60
OPTILUX	694,862	3/22/60
INDUSTROLITE	695,232	3/29/60
SEELUX	695,577	4/5/60
E-LITE	696,346	4/19/60

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Trademark	Application Serial No./Registration No.	Filing Date/Registration Date
MAZELITE	696,347	4/19/60
MAGICLITE	696,348	4/19/60
HYLITER	809,191	5/31/66
WALL-LUME	812,059	8/2/66
VUE-TROL	837,045	10/17/67
DUO LINER	853,121	7/23/68
GRIDLUME	885,768	2/10/70
PLASCOLUME	905,813	1/12/71
LO-BAY LITER	1,213,189	10/19/82
SCOTTY	1,272,601	4/3/84
MONITOR	1,312,206	1/1/85
BROADLUME	1,419,095	12/2/86
SSTEELTITE	1,631,488	1/15/91
CODETITE	1,672,977	1/21/92
RAILTITE	1,673,853	1/28/92
AISLE-LITER	1,707,974	8/18/92
BIO-SEAL	1,721,083	9/29/92
AEROFLOW ULTRA	1,849,183	8/9/94
KLEENSEAL	2,019,618	11/26/96
ENVIROGUARD	2,093,656	9/2/97
VISION +	2,456,218	5/29/01
LIGHT REALIZATION	75/640,598	2/12/99
ALLSCAPE	76/013,580	3/30/00
FOCCA	76/082,718	7/3/00
EUROCAST	76/185,738	12/26/00
JJI and Design	1,413,209	10/14/86
JJI	1,818,877	2/1/94
SOFT INDUSTRIAL	2,114,861	11/18/97
DEFIANT	2,411,451	12/5/00

Trademark	Application Serial No./Registration No.	Filing Date/Registration Date
GEOTRONIC	2,462,273	6/19/01
Y-2-K	2,491,150	9/18/01
MOBILE	2,541,829	2/19/02
ENDURANCE	2,547,901	3/12/02
MICROTRONIC	2,553,096	3/26/02
PARADIGM	2,560,148	4/9/02
LPL	2,472,850	7/31/01
D'AC and Design	2,032,864	1/21/97
AREAMASTER	75/412,582	12/30/97
SECURITYMASTER	75/418,609	1/9/98
TUNNELMASTER	75/471,673	4/21/98
SITEMASTER	75/741,850	6/23/99
ADJUST-A-BEAM	1,692,768	6/9/92
SIGN MASTER (appln filed as 2 words - mark is used as one word)	2,343,996	4/18/00
MEDIANMASTER	2,345,994	4/25/00
NITEMASTER	2,345,995	4/25/00
VISIONMASTER	2,345,998	4/25/00
METROLUX	2,367,746	7/18/00
OFFSETMATER	2,413,181	12/12/00
PANELMASTER	2,416,536	12/26/00
VISIONAIRE	2,551,547	3/26/02
POWRCOMM	1,692,479	6/9/92
LOVO/LITE	1,728,560	10/27/92
POWRFLEX	1,799,959	10/19/93
FURNSPOT	1,801,494	10/26/93
FURNLUX	1,811,501	12/14/93
ULTRATHIN	2,333,951	3/21/00
LOVO/BAR	2,377,762	8/15/00

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20391010003
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Trademark	Application Serial No./Registration No.	Filing Date/Registration Date
VERSA/LUX	2,444,065	4/17/01
LUMIFORM	2,081,938	7/22/97

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, JJI Lighting Group, Inc., a corporation formed under the laws of Delaware, located at 67 Holly Hill Lane, Greenwich, CT 06830 ("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 Transamerica Business Capital Corporation ("TBCC") and various other financial institutions (collectively, "Lenders") and TBCC as agent for Lenders ("Agent") pursuant to (i) a certain Loan and Security Agreement, dated as of the date hereof, among Agent, Lenders, Borrower and the other credit parties named therein and (ii) a certain Trademark Collateral Security Agreement, dated as of the date hereof, made by Borrower and the other parties named therein 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 assign 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 assignment and security interest shall secure all the Obligations 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: October 30, 2002

WITNESS:

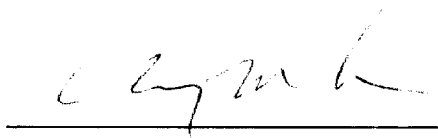
JJI LIGHTING GROUP, INC.

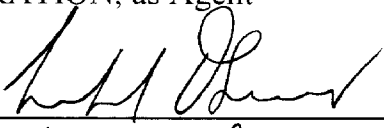


By: 
Name: Charles J. Florio
Its: Chief Financial Officer and
Vice President

WITNESS:

TRANSAMERICA BUSINESS CAPITAL CORPORATION, as Agent



By: 
Name: Michael Burns
Its: SVP

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

On this 27 day of October, 2002, before me personally came Charles J. Florio, to me known, who, being by me duly sworn, did depose and say that he is the Chief Financial Officer and Vice President of JJI Lighting Group, Inc., 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.

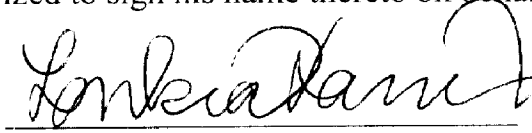


Notary Public

LONKIA HARRIS
Notary Public - State of New York
ID: 011A499575
Qualified in Nassau County
Commission Expires April 27, ~~2002~~ 2006

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

On this 30 day of October, 2002, before me personally came Michael Burns, to me known, who, being by me duly sworn, did depose and say that he is the Senior Vice President of Transamerica Business Capital Corporation, the company described in and which executed the foregoing instrument; and that he was authorized to sign his name thereto on behalf of said company.



Notary Public

LONKIA HARRIS
Notary Public - State of New York
ID: 011A499575
Qualified in Nassau County
Commission Expires April 27, ~~2002~~ 2006