

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY AGREEMENT

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
AFP IMAGING CORPORATION		02/26/2009	CORPORATION: NEW YORK

RECEIVING PARTY DATA

Name:	ComVest Capital, LLC
Street Address:	One North Clematis Street
Internal Address:	Suite 300
City:	West Palm Beach
State/Country:	FLORIDA
Postal Code:	33401
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Registration Number:	3458984	SAFE BEAM
Registration Number:	3458934	NEWTOM
Serial Number:	77492098	FACIAL NEWTOM IMAGING
Serial Number:	77492131	ROLL-X
Serial Number:	77423313	SENSOR ARMOR
Serial Number:	77428020	VIEWALL
Serial Number:	77115881	MEDITOM
Serial Number:	77051686	AFPDIGITAL
Serial Number:	77191943	QR QUANTITATIVE RADIOLOGY

CORRESPONDENCE DATA

Fax Number: (212)805-5587
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 212.801.2138

CH \$240.00 3458984

Email: kongtcheun@gtlaw.com
Correspondent Name: Nathalie Kongtcheu
Address Line 1: 200 Park Avenue
Address Line 2: Greenberg Traurig, LLP
Address Line 4: New York, NEW YORK 10166

ATTORNEY DOCKET NUMBER:	091533-012500
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NAME OF SUBMITTER:	Nathalie Kongtcheu
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Signature:	/kongtcheun/
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Date:	02/27/2009
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Total Attachments: 2
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NOTICE OF TRADEMARK SECURITY AGREEMENT

WHEREAS, AFP IMAGING CORPORATION, a New York corporation (the "Grantor"), is the owner of certain trademarks and service marks, including without limitation the registrations therefor and applications in the United States Patent and Trademark Office as set forth on **Schedule A** annexed hereto and made a part hereof (collectively, the "Trademarks"); and

WHEREAS, the Grantor has entered into that certain Collateral Agreement dated as of April 13, 2007 (the "Collateral Agreement"), by and among the Grantor, certain of its affiliates and ComVest Capital LLC, a Delaware limited liability company (the "Secured Party"); and

WHEREAS, pursuant to the Collateral Agreement, the Grantor has agreed to grant to the Secured Party a continuing security interest in, and a continuing lien on, all of the Grantor's right, title, and interest in and to the Trademarks (and any trademark(s) which may be issued upon the applications set forth on **Schedule A**);

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Grantor does hereby assign and grant to the Secured Party a continuing security interest in and a continuing lien on the Trademarks, as security for the payment and performance of the Obligations as defined in the Collateral Agreement.

IN WITNESS WHEREOF, the Grantor has caused this Notice of Security Agreement to be duly executed by its authorized officer or agent as of February 26, 2009.

AFP IMAGING CORPORATION

By: _____

Name:

Title:

David Wojcik
Chairman

SCHEDULE A

AFP IMAGING CORPORATION - U.S. TRADEMARKS

REGISTRATIONS

<u>Registration No.</u>	<u>Registration Date</u>	<u>Mark</u>
3458984	July 1, 2008	Safe Beam
3458934	July 1, 2008	NewTom

APPLICATIONS

<u>Application No.</u>	<u>Application Date</u>	<u>Mark</u>
77/492098	June 5, 2008	Facial NewTom Imaging
77/492131	June 5, 2008	Roll-X
77/423313	March 17, 2008	Sensor Armor
77/428020	March 21, 2008	View All
77/115881	February 26, 2007	Mediom
77/051686	November 28, 2006	afpdigital
77/191943	May 29, 2007	QR Quantitative Radiology

TRADEMARK

REEL: 003944 FRAME: 0322

RECORDED: 02/27/2009