

12-18-1998



100924073

J.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

RE
7-9-98

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

E. F. BURLINGHAM & SONS
1936 19th Avenue
Forest Grove, OR 97116

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

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

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

Name: BankAmerica Business Credit, Inc.

Internal Address: _____

Street Address: 55 South Lake Avenue, Suite 900

City: Pasadena State: California ZIP: 91101

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

If assignee is not domiciled in the United States, a domestic representative designation is attached:
 Yes No

(Designation must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

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

Execution Date: June 23, 1998

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,900,055

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Tamsen Valoir
Jenkins & Gilchrist, P.C.

Internal Address: _____

Street Address: 1445 Ross Avenue, Suite 3200

City: Dallas State: Texas Zip: 75202-2799

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$ 40.00

- Enclosed
- Authorized to be charged to deposit account.

(If check is not received with this correspondence or additional fees are required, please charge to deposit account 10-0447.)

8. Deposit Account number: 10-0447
(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.

Tamsen Valoir
Name of Person Signing

Tamsen Valoir
Signature

December 9, 1998
Date

Total number of pages comprising cover sheet: 1

07-14-1998



100763018

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U.S. DEPARTMENT OF COMMERCE
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):
E. F. BURLINGHAM & SONS
 1936 19th Avenue
 Forest Grove, OR 97116

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

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

2. Name and address of receiving party(ies):
 Name: BankAmerica Business Credit, Inc.
 Internal Address: _____
 Street Address: 55 South Lake Avenue, Suite 900
 City: Pasadena State: California ZIP: 91101

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

If assignee is not domiciled in the United States, a domestic representative designation is attached:
 Yes No
 (Designation must be a separate document from Assignment)
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
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 01 FC:481 40.00 DP
 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.

Tamsen Valoir Tamsen Valoir June 30, 1998
 Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 1

TRADEMARK AND TRADE NAME SECURITY AGREEMENT

WHEREAS, **E. F. Burlingham & Sons**, an Oregon corporation, with its chief executive office at 1936 19th Avenue, Forest Grove, OR 97116 (hereinafter referred to as "Debtor"), has acquired, adopted and used, and is using, the trademarks and/or trade names listed in Exhibit "A" attached hereto and made a part hereof, which, as indicated in Exhibit "A", are registered in the United States Patent and Trademark Office; and

WHEREAS, Debtor and **BankAmerica Business Credit, Inc.**, a Delaware corporation, having an office at 55 South Lake Avenue, Suite 900, Pasadena, California 91101 as Agent for the Lenders (as defined and described in the Loan Agreement) (herein referred to as "Secured Party"), have entered into a Loan and Security Agreement (herein referred to as the "Loan Agreement"), of even date herewith, by which Secured Party has acquired security interests in said trademarks and trade names and the applications or registrations thereof;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Debtor does hereby grant, transfer, assign and convey a security interest to Secured Party in all rights, titles and interests in and to the said trademarks and trade names, together with the goodwill of the business symbolized by the trademarks and trade names, and in the registrations or applications for registration thereof.

Debtor further covenants and warrants to Secured Party:

(a) that Debtor is the sole and exclusive owner of the trademarks and trade names and all rights comprised in the trademarks and trade names, subject to limitations imposed by law, and has the full authority to make this assignment;

(b) that the trademarks and trade names have not heretofore been pledged, hypothecated or otherwise encumbered, and are in all aspects free and clear of any encumbrances;

(c) that to its knowledge the validity of the trademarks and trade names has never been questioned; and

(d) that Debtor has not entered into any contract or made any commitment that will or may impair Secured Party's rights hereunder.

THIS TRADEMARK AND TRADE NAME SECURITY AGREEMENT HAS BEEN EXECUTED, DELIVERED AND ACCEPTED AT AND SHALL BE DEEMED TO HAVE BEEN MADE AT DALLAS TX, AND SHALL BE INTERPRETED AND THE RIGHTS AND OBLIGATIONS OF THE PARTIES HERETO DETERMINED IN ACCORDANCE WITH APPLICABLE FEDERAL LAW AND THE INTERNAL LAWS OF THE STATE OF NEW YORK, APPLICABLE TO AGREEMENTS EXECUTED, DELIVERED AND PERFORMED THEREIN.

IN WITNESS WHEREOF, Debtor and Secured Party have executed this Trademark and Trade Name Security Agreement as of this 23~~rd~~ day of June, 1998.

E. F. BURLINGHAM & SONS

By: _____

Name: Henry A. Ingalls

Title: Vice President

BANKAMERICA BUSINESS CREDIT, INC.,
as Agent for the Lenders

By: _____

Name: Victor Alfirevic

Title: Vice President

THE STATE OF TEXAS

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§
§

COUNTY OF DALLAS

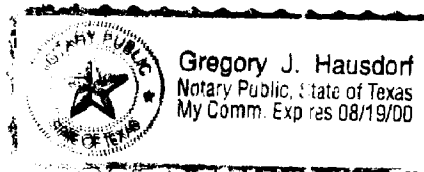
BEFORE ME, the undersigned Notary Public, on this day personally appeared Henry A. Ingalls, the Vice President of E. F. BURLINGHAM & SONS, an Oregon corporation, proved to me to be the person and officer whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act of said corporation, and that he executed the same as the act of said corporation for the purpose and consideration therein expressed and in the capacity therein stated.

GIVEN UNDER MY HAND AND OFFICIAL SEAL this 23 day of June, 1998.

[SEAL]

My Commission Expires:

Gregory J. Hausdorf
Notary Public in and for
the State of Texas



THE STATE OF TEXAS

§
§
§

COUNTY OF DALLAS

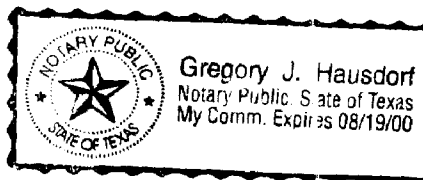
BEFORE ME, the undersigned Notary Public, on this day personally appeared Victor Alfirevic, the Vice President of BankAmerica Business Credit, Inc., a Delaware corporation, as Agent for the Lenders and proved to me to be the person and officer whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act of said corporation, and that he executed the same as the act of said corporation for the purposes and consideration therein expressed and in the capacity therein stated.

GIVEN UNDER MY HAND AND OFFICIAL SEAL this 23 day of June, 1998.

[SEAL]

My Commission Expires:

Gregory J. Hausdorf
Notary Public in and for
the State of Texas



E. F. BURLINGHAM & SONS

Exhibit "A"

Trademarks

<u>Trademark</u>	<u>Serial/Registration Number</u>	<u>Filing/Registration Date</u>
BB	504971	12/21/48
SEEDS FOR THE 21ST CENTURY	1,900,055	06/13/95



UNITED STATES DEPARTMENT OF COMMERCE
Patent and Trademark Office
ASSISTANT SECRETARY AND COMMISSIONER
OF PATENTS AND TRADEMARKS
Washington, D.C. 20231

SEPTEMBER 21, 1998

PTAS

JENKENS & GILCHRIST, P.C.
TAMSEN VALOIR
1445 ROSS AVENUE, SUITE 3200
DALLAS, TEXAS 75202-2799



100763018A

UNITED STATES PATENT AND TRADEMARK OFFICE
NOTICE OF NON-RECORDATION OF DOCUMENT

DOCUMENT ID NO.: 100763018

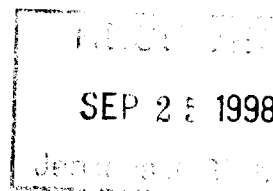
THE ENCLOSED DOCUMENT HAS BEEN EXAMINED AND FOUND NON-RECORDABLE BY THE ASSIGNMENT DIVISION OF THE U.S. PATENT AND TRADEMARK OFFICE. THE REASON(S) FOR NON-RECORDATION ARE STATED BELOW. DOCUMENTS BEING RESUBMITTED FOR RECORDATION MUST BE ACCOMPANIED BY A NEW COVER SHEET REFLECTING THE CORRECT INFORMATION TO BE RECORDED AND THE DOCUMENT ID NUMBER REFERENCED ABOVE.

THE ORIGINAL DATE OF FILING OF THIS ASSIGNMENT DOCUMENT WILL BE MAINTAINED IF RESUBMITTED WITH THE APPROPRIATE CORRECTION(S) WITHIN 30 DAYS FROM THE DATE OF THIS NOTICE AS OUTLINED UNDER 37 CFR 3.51. THE RESUBMITTED DOCUMENT MUST INCLUDE A STAMP WITH THE OFFICIAL DATE OF RECEIPT UNDER 37 CFR 3. APPLICANTS MAY USE THE CERTIFIED PROCEDURES UNDER 37 CFR 1.8 OR 1.10 FOR RESUBMISSION OF THE RETURNED PAPERS, IF THEY DESIRE TO HAVE THE BENEFIT OF THE DATE OF DEPOSIT IN THE UNITED STATES POSTAL SERVICE.

SEND DOCUMENTS TO: U.S. PATENT AND TRADEMARK OFFICE, ASSIGNMENT DIVISION, BOX ASSIGNMENTS, CG-4, 1213 JEFFERSON DAVIS HWY, SUITE 320, WASHINGTON, D.C. 20231. IF YOU HAVE ANY QUESTIONS REGARDING THIS NOTICE, YOU MAY CONTACT THE INDIVIDUAL WHOSE NAME APPEARS ON THIS NOTICE AT 703-308-9723.

1. THE COVER SHEET SUBMITTED FOR RECORDING IS NOT ACCEPTABLE. AN EXECUTION DATE MUST BE INDICATED FOR EACH CONVEYING PARTY.

SHARMALLA SIMPSON, EXAMINER
ASSIGNMENT DIVISION
OFFICE OF PUBLIC RECORDS



RECORDED: 12/09/1998

TRADEMARK
REEL: 1827 FRAME: 0152