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7-7-99

07-09-1999

FORM PTC-159  
1-31-92

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office



7-7-99  
Tab settings =>=>=>

To the Honorable Commissioner

101086780

original documents or copy thereof.

1. Name of conveying party(ies):

ECOSCIENCE PRODUCE SYSTEMS  
CORPORATION  
4300 L.B. McLeod, Suite C  
Orlando, Florida 32811

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

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

3. Nature of conveyance:

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

Execution Date: June 29, 1999

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

Name: CENTURY BUSINESS CREDIT CORPORATION

Internal Address: \_\_\_\_\_

Street Address: 119 West 40<sup>th</sup> Street

City: New York State: New York ZIP: 10018

- 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 Street, NW, Suite 101

City: Washington State: D.C. ZIP: 20004

6. Total number of applications and registrations involved: \_\_\_\_\_

6

7. Total fee (37 CFR 3.41): \$ 165.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: \_\_\_\_\_

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

07/08/1999 MTHAI1 00000108 1468710

DO NOT USE THIS SPACE

01 FC:481 40.00 OP  
02 FC:482 125.00 OP

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

Richard ROEL  
Name of Person Signing

Richard Roel  
Signature

7/1/99  
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. 2023

SCHEDULE A

Schedule A to a Trademark Assignment of Security dated June 29, 1999, by and between ECOSCIENCE PRODUCE SYSTEMS CORPORATION and CENTURY BUSINESS CREDIT CORPORATION.

<u>REG. NO. OR APPLICATION NO.</u>	<u>REG. OR FILING DATE</u>	<u>MARK</u>
1,468,710	STOR-RITE	12/15/87
1,329,149	DURA-FRESH	4/9/85
1,223,816	PRIME-SHINE	1/18/83
1,154,445	CITRASHINE	5/19/81
1,154,443	SEALBRITE	5/19/81
606,917	PACRITE	6/7/95

**TRADEMARK ASSIGNMENT OF SECURITY**

WHEREAS, EcoScience Produce Systems Corporation, a corporation formed under the laws of Delaware, located at 4300 L.B. McLeod, Suite C, Orlando, Florida 32811 ("EPSC"), 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, EPSC is obligated to Century Business Credit Corporation ("Lender") located at 119 West 40<sup>th</sup> Street, New York, New York 10018, pursuant to (i) a certain Loan and Security Agreement, dated the date hereof, between Lender, Agro Dynamics, Inc. and EPSC, and (ii) a certain Trademark Collateral Security Agreement, dated the date hereof, made by EPSC in favor of Lender (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

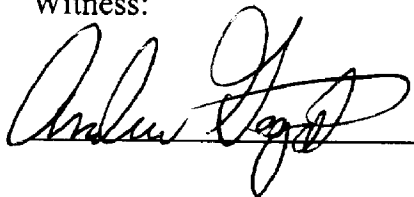
WHEREAS, pursuant to the Agreements, EPSC is granting to Lender a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, EPSC does hereby assign and 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 assignment and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

EPSC 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.

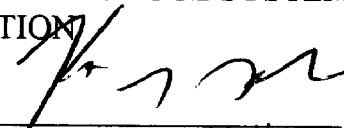
Dated: New York, New York  
June 29, 1999

Witness:

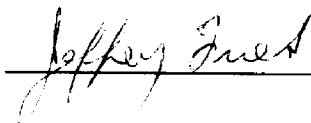
  
\_\_\_\_\_

ECOSCIENCE PRODUCE SYSTEMS  
CORPORATION

By:

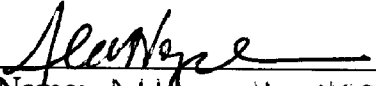
  
Name: Kenneth S. Hollando  
Its: Sr VP

Witness:

  
\_\_\_\_\_

CENTURY BUSINESS CREDIT CORPORATION

By:

  
Name: ALLEN H. VOGEL  
Its: Senior VP

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

On this 29th day of June, 1999, before me personally came Kenneth S. Hollender, to me known, who, being by me duly sworn, did depose and say that he is the Senior VP of EcoScience Produce Systems Corporation, 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.

Richard Roel  
Notary Public

RICHARD ROEL  
NOTARY PUBLIC, State of New York  
No. 01R05026268  
Qualified in Queens County  
Commission Expires April 18, 2000

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

On this 29th day of June, 1999, before me personally came Allen H. Vogel, to me known, who, being by me duly sworn, did depose and say that he is the senior VP of Century Business Credit Corporation, the corporation described in and which executed the foregoing instrument; and that he was authorized to sign his name thereto on behalf of said corporation.

Richard Roel  
Notary Public

RICHARD ROEL  
NOTARY PUBLIC, State of New York  
No. 01R05026268  
Qualified in Queens County  
Commission Expires April 18, 2000