

11-01-1999

FORM PTC-159  
1-31-92

RECORDS  
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U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

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To the Honorable Commissioner of Patents and Trademarks, please return the attached original documents or copy thereof.

1. Name of conveying party(ies): MAD 10-21-99  
**FLAVINE INTERNATIONAL, INC.**  
**231 HERBERT AVENUE**  
**CLOSTER, NEW JERSEY 07624**

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: CENTURY BUSINESS CREDIT CORPORATION, a  
Subsidiary of The Foothill Group, Inc.  
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: 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  
 Security Agreement               Change of Name  
 Other \_\_\_\_\_

Execution Date: OCTOBER 14, 1999

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, N.W.  
City: WA State: DC ZIP: 20004

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): ..... \$ 40<sup>00</sup>  
 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*

DEBORAH SCHEFF                              [Signature]                              [Date]  
Name of Person Signing                              Signature                              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. 20231

10/22/1999 DNGUYEN 00000305 1410083

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(40.00 DP)

TRADEMARK  
REEL: 001982 FRAME: 0307

SCHEDULE A

Schedule A to a Trademark Assignment of Security dated October 14 1999, by and between Flavine International, Inc. and Century Business Credit Corporation, a subsidiary of The Foothill Group, Inc..

I. REGISTRATIONS

<u>Trademark</u>	<u>Registration Date</u>	<u>Registration No.</u>
Flavine	09/23/86	1,410,083

**TRADEMARK ASSIGNMENT OF SECURITY**

WHEREAS, Flavine International, Inc., a corporation formed under the laws of Delaware, located at 231 Herbert Avenue, Closter, New Jersey 07624 ("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 Century Business Credit Corporation, a subsidiary of The Foothill Group, Inc. ("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 as of the date hereof, between Lender and Borrower, and (ii) a certain Trademark Collateral Security Agreement, dated as of the date hereof, made by Borrower 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, Borrower 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, Borrower does hereby assign unto Lender 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.

Borrower 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  
October 14, 1999

Witness:

FLAVINE INTERNATIONAL, INC.

By: 

Name: Michael F. Logerfo

Its: President

Witness:

CENTURY BUSINESS CREDIT  
CORPORATION, A SUBSIDIARY OF  
THE FOOTHILL GROUP, INC.

By: 

Name: Allen H. Vogel

Its: Senior Vice President

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


On this 13 day of October, 1999, before me personally came Michael F. Logerfo, to me known, who, being by me duly sworn, did depose and say that he is the President of Flavine International, 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

DEBORAH SCHEFF  
NOTARY PUBLIC, State of New York  
No. 4907990  
Qualified in Nassau County  
Commission Expires October 13, 1999

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

On this 13 day of October, 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 Vice President of Century Business Credit Corporation, a subsidiary of The Foothill Group, Inc., 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.

  
\_\_\_\_\_  
Notary Public

DEBORAH SCHEFF  
NOTARY PUBLIC, State of New York  
No. 4907990  
Qualified in Nassau County  
Commission Expires October 13, 1999