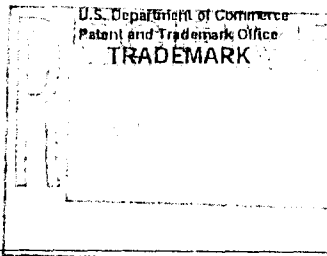


11-26-1999



MRD 11/17/99

RE 101207991 ET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment
- License
- Security Agreement
- Nunc Pro Tunc Assignment
Effective Date
Month Day Year _____
- Merger
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached Execution Date
Month Day Year

Name Ecoscience Produce Systems Corp. 11 17 99

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name Pace International, LLC

DBA/AK/A/T/A _____

Composed of _____

Address (line 1) 1011 Western Avenue

Address (line 2) Suite 505

Address (line 3) Seattle Washington 98104
City State/Country Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other limited liability company
- Citizenship/State of Incorporation/Organization Washington

FOR OFFICE USE ONLY

11/24/1999 DMSUYEN 00000110 1154443

01 FC:401
02 FC:402

40.00 OP
100.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)

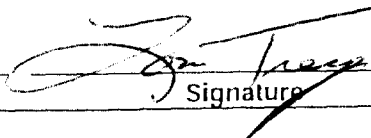
Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Louis Treiger
Name of Person Signing



Signature

November 17, 1999
Date Signed

TRADEMARK ASSIGNMENT AGREEMENT

THIS ASSIGNMENT AGREEMENT ("Assignment") is made this 9th day of November, 1999, by and between PACE INTERNATIONAL, LLC, a Washington limited liability company ("Buyer") and ECOSCIENCE PRODUCE SYSTEMS CORP., a Delaware corporation ("Seller").

RECITALS

The Buyer is purchasing the business (the "Business") and substantially all of the assets of Seller pursuant to that certain Asset Purchase Agreement dated November 4, 1999, by and among Buyer, Seller and EcoScience Corporation, the parent corporation of Seller (the "Asset Purchase Agreement").

The Seller has, in connection with the Business, adopted, used and is using various trademarks and has developed goodwill of the Business associated with said trademarks. Pursuant to the Agreement, Seller has agreed to sell, assign and transfer the trademarks and goodwill associated with the Business to Buyer, including those trademarks identified on Exhibit A hereto.

NOW, THEREFORE, for and in consideration of the mutual promises herein made, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged,

IT IS HEREBY AGREED AS FOLLOWS:

ASSIGNMENT

Seller by these presents sells, assigns and transfers to the Buyer, its successors and assigns, all its rights, interests, and title to said trademarks identified in Exhibit A attached hereto, together with the goodwill of the Business symbolized by said trademarks, and including any and all federal and state registrations or applications for registration of said trademarks.

IN WITNESS WHEREOF, the Seller has caused this Assignment to be executed on the date and year above first written.

ECOSCIENCE PRODUCE SYSTEMS CORP.

By


Michael DeGiglio, President

EXHIBIT A

Registered U.S. Trademarks

<u>Trademark</u>	<u>Reg. Number</u>	<u>Issued/Renewed</u>	<u>Exp. Date</u>
SEALBRITE	1154443	5/19/81	5/19/01
CITRASHINE	1154445	5/19/81	5/19/01
PRIME-SHINE	1223816	1/18/83	1/18/03
DURA-FRESH	1329149	4/09/85	4/09/05
STOR-RITE	1468710	12/15/87	12/15/07