

03-23-2000

FORM PTO-1594 (Rev. 6/93)

OMB No. 0051-0011 (exp. 4/94)

REC 3-7-00



U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

Tab settings

101295511

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

1. Name of conveying party(ies):

Borelli International Corp.

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

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

2. Name and address of receiving party(ies)

Name: Banca Nazionale dell'Agricoltura New York Branch

Internal Address: 17 State Street, 21st Fl

Street Address, City, State, ZIP

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State, 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: Nov. 12, 1999

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

A. Trademark Application No.(s)

101211880

B. Trademark Registration No.(s) 1612213 Registration Date: Sep. 4, 1990

Additional numbers attached? Yes No

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

Name: Banca Nazionale dell'Agricoltura New York Branch

Internal Address: 17 State Street, 21st Floor

New York, NY 10004

Street Address:

City, State, ZIP

6. Total number of applications and registrations involved:



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

- Enclosed, Authorized to be charged to deposit account

Paid on Nov. 30, 1999 see attached

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.

CONSTANTINE I. MANZINI Name of Person Signing

Signature

March 3 2000

Date

Total number of pages including cover sheet, attachments, and document:

Mail documents to be recorded with required cover sheet information to: Commissioner of Patents & Trademarks, Box Assignments

UNDERTAKING

In consideration of the financial accommodations extended pursuant to that certain facility, dated as of November 12, 1996 (the "Facility") by Banco Nazionale Dell'Agricoltura, New York branch located at 17 State Street, 21st Floor, New York, NY 10004 (the "Bank") to Pope Corporation, an affiliate of the undersigned and in the interest of ensuring that the indebtedness of Pope Corporation to the Bank under that Facility is fully and promptly repaid and in further consideration of the withdrawal by the Bank of a demand payment dated November 9, 1999 and the undertaking of the Bank not to make a further demand for payment under the Facility on less than thirty (30) days notice, the undersigned hereby agrees that, upon the sale of its trademark "Pope", it will, to the extent not paid by Pope Corporation, use the proceeds of such sale to pay and satisfy any obligations of Pope Corporation to the Bank under the Facility.


The undersigned hereby represents and warrants to the Bank that it is the sole owner of the trademark Pope, that the trademark is a fully registered trademark with the United States Patent and Trademark Office and that the trademark is free of any all lien, security interest or encumbrances.

This undertaking is to be governed and construed in accordance with the laws of the State of New York

Any dispute related to or arising out of or in connection with the performance of the undersigned hereunder, shall be submitted to the Federal District Court for the Southern District of New York.

IN WITNESS whereof, the undersigned has caused this Undertaking to be executed on its behalf by its authorized officer this _____ day of November, 1999.

BORELLI INTERNATIONAL CORP.

By 
PINO CIPOLLA, Chairman

11/12/99 RC
A Pope undertaking WPS