

4-30-01



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To the Honorable Commissioner of Pat

101710256

ched original documents or copy thereof.

1. Name of conveying party(ies):
Flavine International, Inc.
231 Herbert Avenue
Closter, New Jersey 07624

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

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

3. Nature of conveyances:

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

Execution Date: May 7, 2000

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

Name: Wells Fargo Credit, Inc.

Internal Address: _____

Street Address: 119 West 40th Street

City: New York State: NY 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

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

A. Trademark Application.(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 Corporation

Internal Address: _____

Street Address: 400 Seventh Avenue, N.W., Suite 101

City: Washington State: DC ZIP: 20004

6. Total number of applications and registrations involved: _____

1

7. Total fee (37 CFR 3.41): \$ 4000

- 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

Tennell J Roberts
Name of Person Signing

[Signature]
Signature

4-26-01
Date

Total number of pages including coversheet, attachments and document:

5

ASSIGNMENT OF SECURITY

WHEREAS, Flavine International, Inc. ("Borrower") is obligated to Century Business Credit Corporation ("Lender") pursuant to (i) a certain Loan and Security Agreement dated as of October 14, 1999, as amended, modified, restated or supplemented from time to time, the "Loan Agreement") by and between Borrower and Lender; and (ii) a certain Trademark Collateral Security Agreement dated as of October 14, 1999 made by Borrower in favor of Lender (as amended, modified, supplemented or restated from time to time, collectively, the "Agreements");

WHEREAS, pursuant to the Agreements, Borrower and Lender entered into a certain Trademark Assignment of Security dated as of October 14, 1999 (the "Assignment of Security") pursuant to which Borrower assigned unto Lender and granted to Lender a security interest in the trademarks and trademark applications shown on the attached Schedule A (the "Trademarks") for which there are recordings or applications in the United States Patent and Trademark Office (the "P&T Office") under the numbers shown on the attached Schedule A, all proceeds thereof, all rights corresponding thereto, the recordings and applications therefor and the goodwill of the business to which each of the Trademarks relate;

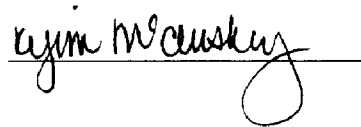
WHEREAS, the Assignment of Security was filed with the P&T Office at Reel 001982, Frame 0307;

WHEREAS, Lender and Wells Fargo Credit, Inc. ("WFCI") have entered into an Agreement pursuant to which Lender assigned to WFCI all of its right, title and interest in, inter alia, the Agreements and the Assignment of Security;

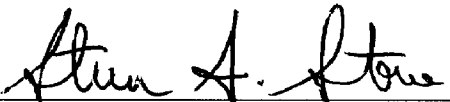
NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Lender does hereby assign unto WFCI all of its right, title and interest in the Assignment of Security.

Dated as of: May 7, 2000

WITNESS:



CENTURY BUSINESS CREDIT CORPORATION

By: 

Title: SR. VICE PRES.

Address: 119 West 40th Street
New York, New York 10018

WITNESS:

WELLS FARGO CREDIT, INC.

Keyna McCuskey

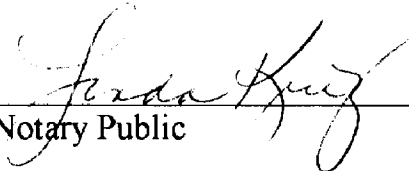
By: M Bulich
Title: 1st Vice President

Address: 119 West 40th Street
New York, New York 10018
Attention: Account Manager - _____

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

On this 27 day of March, 2001, before me personally came Steven Stone, to me known, who, being by me duly sworn, did depose and say that he is the Sr. V.P. 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.

Linda Kurz
Notary Public, State of New York
No 01KU5033942
Qualified in Bronx County
Commission Expires: 9/26/02

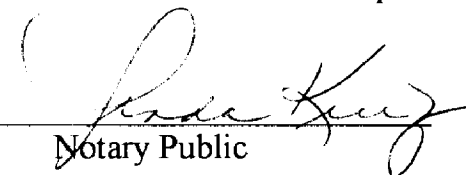


Notary Public

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

On this 27 day of March, 2001, before me personally came Marynow Balick, to me known, who, being by me duly sworn, did depose and say that she is the 1st V.P. of Wells Fargo Credit, 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.

Linda Kurz
Notary Public, State of New York
No 01KU5033942
Qualified in Bronx County
Commission Expires: 9/26/02



Notary Public

Schedule A

Schedule A to an Assignment of Security dated as of May 7, 2000, by and between CENTURY BUSINESS CREDIT CORPORATION and WELLS FARGO CREDIT, INC.

Trademark	Application or Registration Number	Registration Date
Flavine	1,410,083	9/23/86