

08-30-2001

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/200) Tab settings



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IEET Y U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): Harmony Products, Inc. 8-7-01
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: Duke Capital Partners LLC Internal Address: Street Address: 128 S. Tryon Street, Suite 1100 City: Charlotte State: NC Zip: 28280
Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Delaware 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 State of VA UCC 1&3 filing and Exh. A
Execution Date: June 28, 2001

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 1825689; 2383917; 2403388; 2232522; 1868510; 1824001; 1712865; 1726851
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Andrew Y. Pang Internal Address: Street Address: Bank of America Plaza 101 South Tryon Street, Suite 3700 City: Charlotte State: NC Zip: 28280

6. Total number of applications and registrations involved: 22
7. Total fee (37 CFR 3.41): \$ 40.00 Enclosed Authorized to be charged to deposit account
8. Deposit account number: 23-1951
(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. Andrew Y. Pang Signature Date 8/2/01

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

08/29/2001 JFALLONE 00000006 1823689

01 FC:401 40.00 IP 02 FC:482 325.00 IP

TRADEMARK REEL: 002358 FRAME: 0501

EXHIBIT A
to UCC-1 FINANCING STATEMENT
HARMONY PRODUCTS, INC., as Debtor and
DUKE CAPITAL PARTNERS, LLC, as Secured Party

This financing statement covers the type of property described below:

- (a) All intellectual property of the Debtor, which is now owned or hereafter acquired by the Debtor or in which the Debtor now has or hereafter acquires any right, title, or interest, including, without limitation
- (i) all of Debtor's technologies, computer software designs and applications (in various stages of development), programs, information systems, databases, works, source code, object code, websites, domain names, URLs, trade secrets, patents, patent rights, trademarks, trade names, copyrights and any other intellectual property, and all modifications, derivative works, enhancements and versions thereof, whether in written or electronic form, whether finalized or in development, together with all proceeds thereof;
 - (ii) the following patents and patent applications:
 - (A) U.S. Patent No. 4,109,019 (expired)
 - (B) U.S. Patent No. 4,997,469
 - (C) U.S. Patent No. 5,021,247
 - (D) U.S. Patent No. 5,021,077
 - (E) U.S. Patent No. 5,087,474
 - (F) U.S. Patent No. 5,240,490
 - (G) U.S. Patent No. 5,411,568
 - (H) U.S. Patent Application No. 09/260,006
 - (I) Australia Patent No. 654,795
 - (J) Australia Patent No. 626,510; and
 - (iii) the following trademarks and trademark applications:
 - (A) U.S. Trademark Registration No. 1825689
 - (B) U.S. Trademark Registration No. 2383917

- (C) U.S. Trademark Registration No. 2403388
- (D) U.S. Trademark Registration No. 2232522
- (E) U.S. Trademark Registration No. 1868510
- (F) U.S. Trademark Registration No. 1824001
- (G) U.S. Trademark Registration No. 1712865
- (H) U.S. Trademark Registration No. 1726851
- (I) U.S. Trademark Registration No. 2436816
- (J) U.S. Trademark Registration No. 2435039
- (K) U.S. Trademark Registration No. 1930513
- (L) U.S. Trademark Registration No. 1881071
- (M) Australian Trademark Registration No. B592425
- (N) Australian Trademark Registration No. B592426
- (O) Australian Trademark Registration No. B592427
- (P) Australian Trademark Registration No. B592534
- (Q) Australian Trademark Registration No. A592428
- (R) Australian Trademark Registration No. A592429
- (S) Australian Trademark Registration No. A592430
- (T) Australian Trademark Registration No. A592533
- (U) Canadian Application for Registration of a Trademark in the mark "Top Coat"
- (V) Canadian Application for Registration of a Trademark in the mark "Complete Turf and Landscape"

(b) All rights held by the Debtor in all license agreements entered into between the Debtor and all of its Subsidiaries.

Filed With: Chesapeake City

THE SECURED PARTY DESIRES THIS FINANCING STATEMENT TO BE INDEXED AGAINST THE RECORD OWNER
OF THE REAL ESTATE NO (x) YES () NAME OF RECORD OWNER _____

STATE CORPORATION COMMISSION
(Uniform Commercial Code Division, Box 1197, Richmond, Virginia 23209)
FORM FOR ORIGINAL FINANCING STATEMENT AND SUBSEQUENT STATEMENTS

The Commission stamps the File Number on the Original Financing Statement. The secured party must place this same number on all subsequent statements.

010628 7167

Index numbers of subsequent statements (For office use only)

Name & mailing address of all debtors, trade styles, etc.
No other name will be indexed.

Harmony Products, Inc.
c/o McCandlish Kaine
1111 E. Main St., Suite 1500
Richmond, VA 23218

Check the box indicating the kind of statement.
Check only one box.

- ORIGINAL FINANCING STATEMENT
- CONTINUATION-ORIGINAL STILL EFFECTIVE
- AMENDMENT
- ASSIGNMENT
- PARTIAL RELEASE OF COLLATERAL
- TERMINATION

Name & address of Secured Party

Ouke Capital Partners, LLC
128 S. Tryon St.
Suite 1100
Charlotte, NC 28202

Name & address of Assignee

Date of maturity if less than five years

Check if proceeds of collateral are covered ()

Description of collateral covered by original financing statement
See Exhibit A attached hereto and made a part hereof.

No. of Additional Sheets Presented:

Space to record an amendment, assignment, release of collateral or a statement to cover collateral brought into Virginia from another jurisdiction.

Describe Real Estate if applicable:

Harmony Products, Inc.

Signature of Debtor if applicable (Date)
Thomas W. McCandlish, Chief Executive Officer

Signature of Secured Party if applicable (Date)

Return To
CT Corporation System
UCC Division
17 South High St. #1100
Columbus OH 43215

TRADEMARK

Revised 7-1-82

VA 1-112197

REEL: 002358 FRAME: 0504

RECORDED: 08/07/2001

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