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

Tab settings

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

1. Name of conveying party(ies): Agar Supply Co., Inc. [ ] Individual(s) [ ] Association [ ] General Partnership [ ] Limited Partnership [x] Corporation-State [ ] Other Additional name(s) of conveying party(ies) attached? [ ] Yes [x] No

2. Name and address of receiving party(ies) Name: Fleet Capital Corporation Internal Address: Street Address: One Federal Street City: Boston State: MA Zip: 02110 [ ] Individual(s) citizenship [ ] Association [ ] General Partnership [ ] Limited Partnership [x] Corporation-State Rhode Island Corporation [ ] 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 [x] No

3. Nature of conveyance: 9-17-01 [ ] Assignment [ ] Merger [x] Security Agreement [ ] Change of Name [ ] Other Execution Date: August 28, 2001

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 78/047,896 75/766,140 75/766,199 B. Trademark Registration No.(s) 1,543,095 2,365,295 Additional number(s) attached [ ] Yes [x] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Glenn P. Leger, Esq. Internal Address: Sullivan & Worcester LLP Street Address: One Post Office Square City: Boston State: MA Zip: 02109

6. Total number of applications and registrations involved: 5 7. Total fee (37 CFR 3.41).....\$ 125.00 [x] Enclosed [ ] Authorized to be charged to deposit account 8. Deposit account number: 1406 (Attach duplicate copy of this page if paying by deposit account)

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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. Glenn P. Leger Name of Person Signing [Signature] Signature September 14, 2001 Date

Total number of pages including cover sheet, attachments, and document: 3

09/25/2001 J2ALLAN2 00000016 78047896

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

01 FC:481 40.00 OP 02 FC:482 100.00 OP

TRADEMARK REEL: 002373 FRAME: 0514

MEMORANDUM OF INTELLECTUAL PROPERTY SECURITY INTEREST

This Memorandum of Intellectual Property Security Interest is entered as of August 28, 2001 by and between AGAR SUPPLY CO., INC., a Massachusetts corporation, having its chief executive office at Myles Standish Industrial Park, 225 John Hancock Road, Taunton, Massachusetts 02780, as borrower (the "Borrower"), and FLEET CAPITAL CORPORATION, having an office at One Federal Street, Boston, Massachusetts 02110, as lender (the "Secured Party").

1. Pursuant to that certain Collateral Assignment of Trademarks of even date herewith (the "Assignment") by the Borrower in favor of the Secured Party, the Borrower has granted the Secured Party a security interest in the trademarks, service marks and applications therefore listed in Schedule I attached hereto and made a part hereof, in the name of the Borrower, together with the registrations thereof and goodwill symbolized thereby (collectively the "Collateral").
2. The Borrower is the exclusive owner of all rights in the Collateral, including all rights to prosecute for unconsented use and infringement thereof. The Borrower has the capacity to grant to the Secured Party the security interests granted under the Assignment.
3. The Borrower and the Secured Party have executed this Memorandum under seal effective as of the date first above written.

AGAR SUPPLY CO., INC.

By: Kevin F. Barner  
Name: Kevin F. Barner  
Title: Vice President of Finance

FLEET CAPITAL CORPORATION

By: C. G. Nutbrown  
Name: Craig G. Nutbrown  
Title: Vice President

Schedule I

Trademarks

<u>Registration No.</u>	<u>Expiration Date</u>	<u>Mark or Name</u>
1,543,095	6/6/2009	Agar, USA
2,365,295	7/4/2006	Flying Dragon (stylized)

Trademark Applications

<u>Application No.</u>	<u>Filing Date</u>	<u>Mark or Name</u>
78/047,896		Flying Dragon, USA
75/766,140		New England's Best, USA
75/766,199		New England's Best, USA