

01-16-2002



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1-11-02

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To the Honorable Commissioner of Patents

and original documents or copy thereof.

1. Name of conveying party(ies):
 Century Business Credit Corporation
 119 West 40th Street
 New York, NY 10018

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State: New York
 Other _____

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

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 New York
 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 conveyances:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: May 7, 2000

4. Application Number(s) or registration number(s):
 A. Trademark Application.(s)
SEE ATTACHED SCHEDULE A

Additional numbers attached? Yes No

B. Trademark registration No.(s)
SEE ATTACHED SCHEDULE A
75056330

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

Name: _____
 Internal Address: _____
Foodfax
Crystal Plaza One
Suite 1207
2001 Jefferson Davis Hwy.
 Street Address. Arlington, Virginia. 22202

 City _____ Sta. _____

6. Total number of applications and registrations involved: 1

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

Constance Mollick, Esq. *Constance Mollick* 1/9/02
 Name of Person Signing Signature Date

Total number of pages including coversheet, attachments and document: 5

01/15/2002 LNUELLER 00000254 75056330
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Mail documents to be recorded with required coversheet information to:
 Commissioner of Patents & Trademarks, Box Assignments
 Washington, D.C. 20231

ASSIGNMENT OF SECURITY

WHEREAS, Malhame Vestment Company, LLC ("Borrower") is obligated to Century Business Credit Corporation ("Lender") pursuant to (i) a certain Loan and Security Agreement dated as of January 19, 1996, 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 January 19, 1996 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 January 19, 1996 (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;

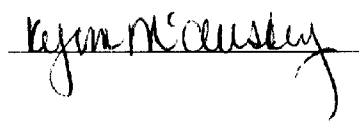
WHEREAS, the Assignment of Security was filed with the P&T Office at Reel 1460, Frame 0046;

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;

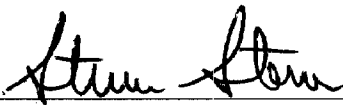
NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Lender does hereby assign unto WFCI all of its right, title and interest in the Assignment of Security.

Dated as of: May 7, 2000

WITNESS:



CENTURY BUSINESS CREDIT CORPORATION

By: 
Title: Executive Vice President

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

WITNESS:

WELLS FARGO CREDIT, INC.

Regina McCuskey

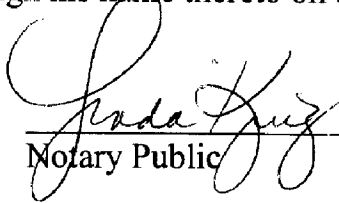
By: M. Balich
Title: 1st VICE PRESIDENT

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

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

On this 4 day of December 2001, before me personally came Steven Stone, to me known, who, being by me duly sworn, did depose and say that he is the EVP 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
Commission Expires: 9/26/02

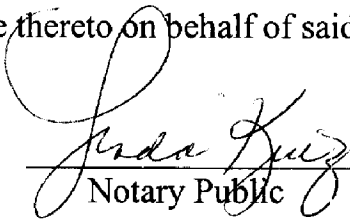


Notary Public

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

On this 4 day of December 2001, before me personally came Manvose Balick, to me known, who, being by me duly sworn, did depose and say that he is the 1st Vice President 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
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.

Registration No. or Application No.	Mark	Registration or County	Filing Date
75/056330	Abbey Brand	U.S.A.	February 12, 1996