

07-26-2002

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

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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):

Brine, Inc.

7.22.02

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

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

3. Nature of conveyance:

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

Execution Date: 4/10/02

2. Name and address of receiving party(ies)

Name: Citizens Bank of Massachusetts

Internal Address:

Address:

Street Address: 28 State Street

City: Boston State: MA Zip: 02109

- 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

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

A. Trademark Application No.(s) 78/099791

B. Trademark Registration No.(s) 2,296,139

Additional number(s) attached Yes No

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

Name: Matthew P. Doring

Internal Address: Hinckley, Allen & Snyder LLP

Street Address: 28 State Street

City: Boston State: MA Zip: 02109

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 3.41) \$ 65.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Matthew P. Doring

Name of Person Signing

Matthew P. Doring Signature

July 16, 2002

Date

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

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

07/25/2002 AHMED1 00000176 78099791

01 FC:481 02 FC:482

40.00 OP 25.00 OP

TRADEMARK REEL: 002550 FRAME: 0514

NOTICE OF ADDITIONAL U.S. TRADEMARKS

THIS NOTICE OF ADDITIONAL U.S. TRADEMARKS (this "Notice") is provided this 3rd day of July, 2002 by BRINE, INC., formerly known as BRINE ACQUISITION CORPORATION, a Massachusetts corporation ("Assignor") to CITIZENS BANK OF MASSACHUSTTS, a Massachusetts savings bank having an office at 28 State Street, Boston, Massachusetts ("Assignee") in connection with the Collateral Trademark Assignment provided by Assignor to Assignee dated April 10, 2002 and recorded with the U.S. Patent and Trademark Office on May 6, 2002 at Reel/Frame 002501/0158 (the "Trademark Assignment"). Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Trademark Assignment.

RECITALS

WHEREAS, pursuant to the terms of a Security Agreement dated as April 10, 2002 by and between Assignor and Assignee (as amended from time to time, the "Security Agreement"), Assignor granted to Assignee a security interest in all of Assignor's assets, including, without limitation, the intellectual property described on Schedule A to the Trademark Assignment to secure, inter alia, the payment and performance of the Obligations (as defined in the Security Agreement); and

WHEREAS, pursuant to the terms of a Purchase Agreement dated July 1, 2002 among the Assignor, In the Crease LLC, a New York limited liability company, Steven R. Trombley, J D Financial Investments, LLC, Donald Jensen, C. O'Brien Real Estate Holdings, LLC and Michael O'Brien, the Company is acquiring all of the Seller's assets, properties and business of every kind and description and wherever situated for a purchase price of \$1,600,000 (the "Transaction");

WHEREAS, in connection with the Transaction, Assignor is acquiring the trademark and trademark application listed on Exhibit A;

WHEREAS, Section 6 of the Trademark Assignment provides that Assignor has authorized Assignee to the amend Schedule A to reflect any additional Trademarks or Trademark applications acquired by Assignor;

NOW THEREFORE, in consideration of and in exchange for good and valuable consideration, the receipt of which is hereby acknowledged:

1. Assignor authorizes Assignee to amend Schedule A to the Trademark Assignment to include the additional trademarks identified on Exhibit A attached hereto.
2. Assignor confirms and ratifies the collateral assignment and security interest granted unto Assignee pursuant to the Security Agreement and the Trademark Assignment.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be duly executed by its duly authorized officer as an instrument under seal as of the date first set forth above.

BRINE, INC.

By: Thomas M. Pelletier, V.P.
Thomas M. Pelletier
Vice President and CFO

The Commonwealth of Massachusetts)
County of Suffolk) ss

On this 3rd day of July, 2002, before me a Notary Public in and for said Commonwealth, duly commissioned and sworn, personally appeared Thomas M. Pelletier, Vice President and Chief Financial Officer of Brine, Inc., personally known to me to be the person executing the foregoing instrument/agreement and acknowledged to me that he subscribed his name thereto as his free act and deed and the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the date first above written.

Patricia L. Walsh
Notary Public
Patricia L. Walsh
Print Name
My Commission Expires: 4/19/08

[SEAL]

BRINE, INC.

NOTICE OF ADDITIONAL TRADEMARKS

REGISTERED TRADEMARKS

Mark	Registration or Serial No.	Jurisdiction
IN THE CREASE	2,296,139	US

TRADEMARK APPLICATIONS

Mark	Application No.	Jurisdiction
LAX WALL	78/099791	US