

10-04-2002

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

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

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

1. Name of conveying party(ies): Eco Soil Systems, Inc. 9-30-02 Individual(s) Association General Partnership Limited Partnership Corporation-State Nebraska Other Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: BH Capital Investments, L.P. Internal Address: South Tower, 7th Floor Street Address: 175 Bloor Street East, Toronto City: CANADA State: Zip: M4W 3R8 Individual(s) citizenship Association General Partnership Limited Partnership Canada 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

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other NOTICE OF FORECLOSURE Execution Date: 08/19/02

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 76/074407 76/068773 B. Trademark Registration No.(s) 1545799 Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Catherine C. Rayer Internal Address: Clark & Trevithick Street Address: 800 Wilshire Blvd. 12th Floor City: Los Angeles State: CA Zip: 90017

6. Total number of applications and registrations involved: 35 7. Total fee (37 CFR 3.41): \$ 890.00 Enclosed Authorized to be charged to deposit account 8. Deposit account number:

9. Signature. DO NOT USE THIS SPACE 10/08/2002 DBYRNE 00000180 76074407 Robert J. H... 40.00 DP 850.00 DR Signature Date 9/27/02 Total number of pages including cover sheet, attachments, and document: 9

01 FC 481 02 FC 482

RECEIVED SEP 30 AM 9:54 FINANCE SECTION

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

TRADEMARK REEL: 002593 FRAME: 0438

CONTINUATION OF ITEM 4

Mark: ECO OS MB; Registration No.: 1,822,158
Mark: ECO CAL; Registration No.: 1,855,443
Mark: ECO MIX; Registration No.: 1,813,278
Mark: ECO N+; Registration No.: 1,822,159
Mark: ECO-TURF; Registration No.: 1,845,278
Mark: ECO IRON; Registration No.: 1,796,209
Mark: ECO-TURF; Registration No.: 1,829,111
Mark: AMENDIGATION; Serial No.: 75/265,539
Mark: CALJECT; Registration No.: 2,185,091
Mark: SOLUJECT; Registration No.: 2,245,781
Mark: PLATINUM; Serial No.: 75/548,785
Mark: NEM-AWAY; Registration No.: 2,350,887
Mark: ECO SOIL SYSTEMS; Registration No.: 2,369,850
Mark: CLEANRACK; Registration No.: 2,372,547
Mark: ECO BAC; Registration No.: 2,393,543
Mark: NUTRIBAC; Registration No.: 2,395,801
Mark: REOPEN; Serial No.: 75/674,582
Mark: RECHARGE; Serial No.: 75/682,526
Mark: SPOTLESS; Serial No.: 75/674,585
Mark: FRESHGRO; Serial No.: 75/869,000
Mark: BRILLIANCE; Serial No.: 75/754,284
Mark: AUREX; Serial No.: 75/697,644
Mark: FRESHPACK; Registration No.: 2,443,298
Mark: FTG; Serial No.: 75/517,662
Mark: REMOVE; Serial No.: 75/674,150
Mark: RELEASE; Serial No.: 75/674,583
Mark: NUTRIPACK; Serial No.: 76/115,706
Mark: TECHPACK; Serial No.: 76/115,567
Mark: COLORPACK; Serial No.: 76/115,707
Mark: WATERPACK; Serial No.: 76/141,043
Mark: QUICK CUT; Serial No.: 76/068,760
Mark: SIX IRON; Serial No.: 76/068,761

UNITED STATES DEPARTMENT OF COMMERCE
Patent and Trademark Office

DESIGNATION OF DOMESTIC REPRESENTATIVE

Mark: ECO SOIL SYSTEMS; Registration No.: 1,545,799
Mark: ECO OS MB; Registration No.: 1,822,158
Mark: ECO CAL; Registration No.: 1,855,443
Mark: ECO MIX; Registration No.: 1,813,278
Mark: ECO N+; Registration No.: 1,822,159
Mark: ECO-TURF; Registration No.: 1,845,278
Mark: ECO IRON; Registration No.: 1,796,209
Mark: ECO-TURF; Registration No.: 1,829,111
Mark: AMENDIGATION; Serial No.: 75/265,539
Mark: CALJECT; Registration No.: 2,185,091
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Mark: COLORPACK; Serial No.: 76/115,707
Mark: WATERPACK; Serial No.: 76/141,043
Mark: QUICK CUT; Serial No.: 76/068,760
Mark: SIX IRON; Serial No.: 76/068,761
Mark: SIX IRON PLUS; Serial No.: 76/068,773
Mark: FRESHDELIVERY; Serial No.: 76/074,407
Assignee: BH Capital Investments, L.P.

Clark & Trevithick, whose postal address is 800 Wilshire Boulevard, Twelfth Floor, Los Angeles, California 90017 is hereby designated assignee's representative upon whom notice or process in proceedings affecting the marks may be served.

BH Capital Investments, L.P.

By: HB and Co., Inc.,

Its: General Partner

By: Credit Mangers Association of California

Its: Agent

Date: 9/27/02



A handwritten signature in black ink, appearing to read "R. J. Hoder", is written over a horizontal line.

Name: ROBERT J. HODER, SECRETARY

Title: _____

NOTICE OF PRIVATE SALE OF PERSONAL PROPERTY

TO: Eco Soil Systems, Inc. and its direct and indirect subsidiaries, and Agricultural Supply, Inc., Turf Partners, Inc., Sistemas Y Equipos Agricolas, S.A. de C.v. and Agricultural Supply de Mexico, S.A. de C.V.

10740 Thornmint Road
San Diego, CA 92127

And

10890 Thornmint Road
San Diego, CA 92127

And to all those listed on Exhibit "A" attached hereto

FROM: Credit Managers' Association of California, doing business as CMA Business Credit Services ("CMA")

As Agent for BH Capital Investments, Inc. Excalibur Limited Partnership, Gundyco in trust for RSP 550-98866-19 and MB Capital Partners (collectively the "Secured Party")

NOTICE IS HEREBY GIVEN that under and by virtue of the laws of the State of California and by virtue of the provisions of that certain Security Agreement executed by Eco Soil Systems, Inc. as the Debtor and BH Capital Investments, Inc. Excalibur Limited Partnership, Gundyco in trust for RSP 550-98866-19 and MB Capital Partners as the Secured Parties, on January 17, 2000, which is now in default, on or after August 31, 2002, CMA as agent will sell at private sale the following personal property which is described in the aforesaid Security Agreement, to wit:

[See Exhibit "B"]


The proceeds of the sale of the above-described personal property shall be applied to the expenses of the repossession, preparation for sale and sale, attorneys' fees and costs, and then, toward the balance of the indebtedness owing under said Security Agreement.

You are entitled to an accounting of the unpaid indebtedness secured by the property that CMA as agent intends to sell for a charge of \$100.00. You may request an accounting by calling Michael Joncich at (818) 972-5315.

Dated: August 19, 2002

Credit Managers Association of California

By:


Robert J. Hoder, as Agent

Dell Financial Services, L. P.
14050 Summit Drive
Building A, Suite 101
Austin, TX 78758

J. R. Simplot Company
999 Main Street, Suite 1300
Boise, ID 83702

Congress Financial Corporation (Western)
251 So. Lake Avenue, Suite 900
Pasadena, CA 91101

John C. Wells, Jr.
Jon F. Potthoff
William G. Wells
c/o White and Bright
355 W. Grand Avenue, Suite 2
Escondido, CA 92025

-and-

John C. Wells, Jr.
Kon F. Potthoff
William G. Wells
c/o White and Bright
970 Canterbury Place
Escondido, CA 92025

Vantage Law Group LLP
4370 La Jolla Village Drive., Suite 860
San Diego, CA 92122

10730 Thornmint, LLC
10640 Noakes Road
La Mesa, CA 91941

Aquatrols Corporation of America, Inc.
5 North Olney Avenue
Cherry Hill, NJ 06003

-and-

Aquatrols Corporation of America, Inc.
5 North Olney Avenue
Cherry Hill, NJ 08003

Rush Press, Inc.
3553 California Street
San Diego, CA 92101

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EXHIBIT A

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TRADEMARK
REEL: 002593 FRAME: 0443

Puritech, Inc.
c/o Best & Krieger
P. O. Box 1032
Riverside, CA 92502

State of California
State Board of Equalization
P.O. Box -942879
Sacramento, CA 94279-0055

Cebeco Zaden B.V.
c/o Ira S. Carlin
235 East Fourth Avenue
Escondido, CA 92025

Encore Technologies
c/o James W. Hodges
525 B. Street, Suite 1500
San Diego, CA 92101

SCHEDULE A

Collateral

All Accounts, Deposit Accounts, Goods, Fixtures, Securities, Documents of Title, Inventory, General Intangibles, Equipment and Records now owned or acquired at any time hereafter by Debtor, wherever located or situated, and the products and proceeds (including condemnation proceeds) of the foregoing.

The capitalized terms used herein shall have the meanings set forth below. All other terms used herein are used as defined in the UCC.

"Accounts" means any and all bank accounts, rights to payment for goods, including Inventory, sold or leased or to be sold or leased or for services rendered or to be rendered, whether or not evidenced by an instrument or chattel paper, and no matter how evidenced, including such rights in the form of accounts (as that term is defined in the UCC), accounts receivable, exchange receivables, contract rights, Instruments, Documents, Chattel Paper, purchase orders, notes, drafts, acceptances and all other forms of obligations and receivables, including all right, title and interest of the Debtor in the Inventory which gave rise to any of the foregoing, including the right of stoppage in transit and all returned, rejected, rerouted or repossessed Inventory.

"Chattel paper" means "chattel paper" as that term is defined in the UCC.

"Deposit Accounts" means "deposit accounts" as that term is defined in the UCC.

"Documents" means "documents" as that term is defined in the UCC.

"Documents of Title" means "documents of title" as defined in the UCC.

"Equipment" means "equipment" as defined in the UCC, and also all motor vehicles, rolling stock, machinery, office equipment, plant equipment, tools, dies, molds, store fixtures, furniture, and other goods, property, and assets which are used and/or were purchased for use in the operation of furtherance of the Debtor's business, and any and all accessions, additions thereto, and substitutions therefore.

"Fixtures" means "fixtures" as that term is defined in the UCC.

"General Intangibles" means "general intangibles" as defined in the UCC and also all books and records; customer lists; goodwill; causes of action; judgments; literary rights; rights to performance; licenses, permits, certificates of convenience and necessity, and similar rights granted by any governmental authority; copyrights, trademarks, patents, patent applications, proprietary processes, blueprints, drawings, designs, diagrams, plans, reports, charts, catalogs, manuals, literature, technical data, proposals, cost estimates and all other reproductions on paper, or otherwise, of any and all the design, development, manufacture, sale, marketing, lease or use of any or all goods produced or sold or leased or credit extended, or service performed by the Debtor, whether intended for an individual customer or the general

business of Debtor.

"Goods" means "goods" as that term is defined in the UCC.

"Instruments" means "instruments" as that term is defined in the UCC.

"Inventory" means any and all raw materials, supplies, work in process, finished goods, goods returned by customers, and inventory (as that term is defined in the UCC), including goods in transit, wherever located, which are held for sale (but excluding goods subject to leases and goods not manufactured by the Debtor or an affiliate and which were purchased for resale directly or indirectly by the Debtor from a non-affiliate pursuant to a then existing agreement or arrangement with a non-affiliate customer), including the right of stoppage in transit, or goods which are or might be used in connection with the manufacturing or packing of such goods, and all such goods, the sale or disposition of which has given rise to an Account, which are returned to and/or repossessed and/or stopped in transit by the Debtor or by the Secured Party, or at any time hereafter in the possession or under the control of the Debtor or the Secured Party or any agent or bailee of the Debtor or the Secured Party, and any documents of title representing any of the above.

"Records" means all books, records, customer lists, ledger cards, computer programs, computer tapes, disks, printouts and records and other property and general intangibles at any time evidencing or relating to any of the types (or items) of property covered by this financing statement, whether now in existence or hereafter created.

"Securities" means "securities" as that term is defined in the UCC.

"UCC" means the Uniform Commercial Code as in effect in the State of California.

CLARK & TREVITHICK

A PROFESSIONAL LAW CORPORATION

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ALEXANDER C. MCGILVRAY, JR.
PHILIP W. BARTENETTI
KEVIN P. FIORE
VINCENT TRICARICO*
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LEONARD BRAZIL
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OF COUNSEL
DOLORES CORDELL
JUDITH ILENE BLOOM
RAIMUND FREIHUBE

*ALSO ADMITTED IN NEW YORK
†ALSO ADMITTED IN TEXAS

September 30, 2002

CATHERINE C. RAYER
CRAYER@CLARKTREV.COM

FILE NO. 11682

VIA U.S. EXPRESS MAIL

Commissioner of Patent & Trademarks
Box Assignments
Washington, D.C. 20231

Re: Recordation of Foreclosure of Trademarks

Dear Sir or Madam:

Enclosed please find a Notice of Foreclosure of Trademarks along with a Recordation cover sheet for the thirty-five (35) trademarks foreclosed upon by CMA Business Credit Services as Agent for BH Capital Investments, L.P. Such foreclosure was executed pursuant to that certain Security Agreement recorded in your office on May 30, 2001 (Reel/Frame: 002301/0323) and Notice of Private Sale of Personal Property, dated August 19, 2002.

We have also enclosed a check for filing fees in the amount of \$890.00.

Please feel free to contact me at (213) 629-5700 should you have any questions with respect to the enclosed.

Sincerely,



Catherine C. Rayer, Esq.

Enclosures

cc: Michael L. Joncich
John A. Lapinski, Esq.

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RECORDED: 09/30/2002

TRADEMARK
REEL: 002593 FRAME: 0447