

08-26-2003

8-2103



U.S. Department of Commerce
Patent and Trademark Office

102534728

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

1. Name of conveying party(ies)
Langeveld International, Inc. **2003 AUG 21 AM 9:08**

FINANCE SECTION

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

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

3. Nature of conveyance:
 Assignment _____ Merger _____
 Security Agreement _____ Change of Name _____
 Other _____

Execution Date: June 30, 2003

2. Name and address of receiving party(ies):
 Name: Tennenbaum Capital Partners, LLC
 Internal Address: _____
 Street Address: 11100 Santa Monica Boulevard, Suite 210
 City: Los Angeles State: CA Zip: 90025

Individual(s) citizenship _____
 Association _____
 General Partnership: _____
 Limited Partnership: _____
 Corporation - State: _____
 Other Delaware limited liability company

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes _____ No _____
 (Designation 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): _____
 B. Trademark Registration No.(s): 2,522,103 and 2,487,212

Additional numbers attached? Yes _____ No **2522103**

5. Name and address of party to whom correspondence concerning documents should be mailed:
 Name: Mandy Robertson-Bora
 Internal Address: Gibson, Dunn & Crutcher LLP
Suite 4000
 Street Address: 2029 Century Park East
 City Los Angeles State CA Zip 90067

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: _____
 (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.

Mandy Robertson-Bora Mandy Robert - Bora August 21, 2003
 Name of Person Signing Signature Date

08/25/2003 DBYRNE 00000159 2522103 Total number of pages including cover sheet, attachments and document: 6

01 EC-A521 40.00 OP
 02 FC-A522 0651-0011 25.00 OP

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

U.S. Patent and Trademark Office, Assignment Division
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing this document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

TRADEMARK
REEL: 002810 FRAME: 0333


**NOTICE OF SECURITY INTEREST
IN
PATENTS AND TRADEMARKS**

NOTICE IS HEREBY GIVEN that LANGEVELD INTERNATIONAL, INC., a Delaware corporation (the "**Grantor**"), with an office located at 725 Vassar Avenue, Lakewood, New Jersey 08701 and TENNENBAUM CAPITAL PARTNERS, LLC, a Delaware limited liability company (the "**Collateral Agent**"), with an office located at 11100 Santa Monica Boulevard, Suite 210, Los Angeles, California 90025, on behalf of itself and certain other creditors of the Grantor. (collectively, the "**Secured Parties**"), have entered into a Security Agreement dated as of June 30, 2003 (the "**Security Agreement**"; terms defined in the Security Agreement and not otherwise defined herein are used herein as therein defined).

Pursuant to the Security Agreement, the Grantor has conveyed, pledged, assigned and transferred to the Collateral Agent, for the equal and ratable benefit of the Secured Parties, and has granted to the Collateral Agent, for the equal and ratable benefit of the Secured Parties, a security interest in, (a) the Patents and Patent Licenses listed in Schedule A hereto and (b) the Trademarks and Trademark Licenses listed in Schedule B hereto, together with the goodwill of the business symbolized thereby, in each case to secure the prompt payment, performance and observance of the Obligations of such Grantor.

Dated: June 30, 2003

LANGEVELD INTERNATIONAL INC.,
a Delaware corporation

By: 
Name: James H. Hulbert
Title: Chief Executive Officer

Schedule A
to
Notice of Security Interest in Patents and Trademarks

Patents and Patent Licenses

Langeveld International, Inc.
725 Vassar Avenue
Lakewood, NJ 08215







None

Schedule B
to
Notice of Security Interest in Patents and Trademarks


Trademarks and Trademark Licenses

Langeveld International, Inc.
725 Vassar Avenue
Lakewood, NJ 08215

U.S. Federal Trademarks

	Serial	Reg.	Mark	Status
1	76108432	2522103	PRACTICAL GARDENER PRACTIQUE JARDINIER 	Registered
2	76048043	2487212	SPECIAL EDITIONS	Registered
3	75515907	2327353	ROYAL GARDENS 	Registered
4	75514875	2350827	INTERNATIONAL CLASSICS 	Registered
5	75420324	2244458	LANGEVELD	Registered
6	75420323	2232057	L 	Registered
7	75420322	2235836	LANGEVELD 	Registered
8	75420321	2306522	INTERNATIONAL CLASSICS	Registered
9	75420227	2330201	ROYAL GARDENS	Registered
10	74176012	1727952	GROWING COLORS 	Registered
11	74171881	1736889	LANGEVELD BULB CO.	Registered
12	74168499	1776694	THE PATIO GARDEN	Registered

Foreign Trademarks

	Country	Serial	Reg.	Mark	Status
1	Canada	1060100		PRACTICAL GARDENER, PRACTIQUE JARDINIER 	Pending Application
2	Japan	2000- 052884	4472948	SPECIAL EDITIONS	Registered