

12/29/03

12-31-2003

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

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

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: M4W 3R8

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) B. Trademark Registration No.(s) 2507389

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

5. Name and address of party to whom correspondence concerning document should be mailed: Name: John A. Lapinski, Esq. Internal Address: Clark & Trevithick Street Address: 800 Wilshire Blvd., 12th Flr. City: Los Angeles State: CA Zip: 90017

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. Robert J. Hoder, Agent Name of Person Signing Signature Date 12/8/03

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

12/31/2003 6TON11 00000010 2507389 01 FC:0521 40.00 DP

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

UNITED STATES DEPARTMENT OF COMMERCE  
Patent and Trademark Office

**DESIGNATION OF DOMESTIC REPRESENTATIVE**

Trademark Reg. No.: 2507389

Mark: ATEZE

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 of process in proceedings affecting the marks may be served.

BH Capital Investments, L.P.

By: HB and Co., Inc.,

Its: General Partner

By: Credit Managers Association of California

Its: Agent

Date: 12/8/03

  
\_\_\_\_\_

Name: ROBERT J. HODER, SECRETARY

Title: \_\_\_\_\_

UNITED STATES DEPARTMENT OF COMMERCE  
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BH Capital Investments, L.P.

By: HB and Co., Inc.,

Its: General Partner

By: Credit Managers Association of California

Its: Agent

Date: 12/8/03

  
\_\_\_\_\_

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 Agrícolas, S.A. de C.v. and Agricultural Supply de México, 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, CMAC 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 CMAC 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. Moder, 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

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.