

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Assignment of Security Interest		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Equinox Business Credit Corp.		12/16/2004	CORPORATION: NEW JERSEY
RECEIVING PARTY DATA			
Name:	Keltic Financial Partners, LP		
Street Address:	555 Theodore Fremd Avenue		
City:	Rye		
State/Country:	NEW YORK		
Postal Code:	10580		
Entity Type:	LIMITED PARTNERSHIP:		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	76514631	MEDAMA	
Serial Number:	76484188	ZEBO	
CORRESPONDENCE DATA			
Fax Number:	(973)966-1015		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	9739668296		
Email:	cpcolka@pitneyhardin.com		
Correspondent Name:	Carrie Pcolka		
Address Line 1:	200 Campus Drive		
Address Line 4:	Florham Park, NEW JERSEY 07932		
NAME OF SUBMITTER:	Carrie A. Pcolka		
Signature:	/cap/		
Date:	12/22/2004		

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Total Attachments: 3

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ASSIGNMENT OF SECURITY INTEREST IN INTELLECTUAL PROPERTY

WHEREAS, **IHW, INC.**, a corporation of the State of New York, having its principal place of business at 170 53rd Street, Brooklyn, New York 11212 (hereinafter, the "Pledgor"), has granted a lien and security interest in all of Pledgor's right, title and interest in and to its trademarks and trademark applications to **EQUINOX BUSINESS CREDIT CORP.**, a corporation of the State of New Jersey (hereinafter "Equinox"), having a location at 120 Wood Avenue South, Iselin, New Jersey 08830 pursuant to that certain (i) Trademark Collateral Security Agreement dated June 19, 2003, and (ii) Trademark Assignment of Security dated June 19, 2003 (collectively, the "Security Documents").

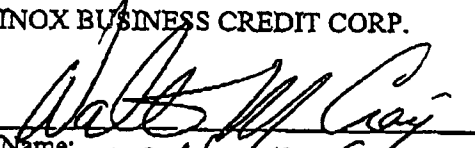
WHEREAS, Equinox has a lien and security interest in and to the trademarks and trademark applications set forth on Schedule A (hereinafter, the "Trademarks") pursuant to the Security Documents.

WHEREAS, all of Equinox's right, title and interest in and to the Security Documents and the Trademarks have been assigned to **KELTIC FINANCIAL PARTNERS, LP** ("Keltic") pursuant to that certain Agreement in Respect of Sale and Transfer in Disposition of Collateral under Uniform Commercial Code (the "Agreement") executed contemporaneously herewith among Wells Fargo Foothill, Inc., Equinox and Keltic.

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, and pursuant to the terms of the Agreement, all of Equinox's right, title and interest in and to the Security Documents and the Trademarks are hereby assigned and transferred to Keltic, its successors and assigns.

IN WITNESS WHEREOF, intending to be legally bound hereby, the undersigned has caused this Assignment of Security Interest in Intellectual Property to be duly executed and delivered this 16th day of December, 2004.

EQUINOX BUSINESS CREDIT CORP.

By: 
Print Name:
Print Title:

Walter M. Cady
Chairman

ACKNOWLEDGMENT

STATE OF New Jersey

) SS:

COUNTY OF Monmouth

BE IT REMEMBERED, that on this 16 day of December, 2004, before me, the subscriber, personally appeared Walter Craig, who I am satisfied is Chairman of EQUINOX BUSINESS CREDIT CORP. and who executed the within Assignment of Security Interest in Intellectual Property on behalf of such corporation and thereupon acknowledged that he/she signed, sealed and delivered the same as the voluntary act and deed of such corporation, for the purposes therein expressed.



Notary Public
Michael Epps Attorney
At Law - State of New Jersey

SCHEDULE A

TRADEMARKS

<u>Mark</u>	<u>Registration Number</u>	<u>Registration Date</u>
MEDAMA	76/514631	05/14/2003
ZEBO	76/484188	01/23/2003

1256603A02121504

RECORDED: 12/22/2004

TRADEMARK
REEL: 002995 FRAME: 0843