

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Assignment of Security Interest		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Equinox Business Credit Corp.		12/16/2004	CORPORATION: NEW JERSEY
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Keltic Financial Partners, LP		
<b>Street Address:</b>	555 Theodore Fremd Avenue		
<b>City:</b>	Rye		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10580		
<b>Entity Type:</b>	LIMITED PARTNERSHIP:		
<b>PROPERTY NUMBERS Total: 3</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	76342080	ZIP COOKER	
<b>Registration Number:</b>	2393025	KIRBY & ALLEN	
<b>Registration Number:</b>	2854393	BELLA CUCINA	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(973)966-1015		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	9739668296		
<b>Email:</b>	cpcolka@pitneyhardin.com		
<b>Correspondent Name:</b>	Carrie A. Pcolka		
<b>Address Line 1:</b>	200 Campus Drive		
<b>Address Line 4:</b>	Florham Park, NEW JERSEY 07932		
<b>NAME OF SUBMITTER:</b>	Carrie A. Pcolka		
<b>Signature:</b>	/cap/		

OP \$90.00 76342080

Date:

12/22/2004

**Total Attachments: 3**

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**ASSIGNMENT OF SECURITY INTEREST IN INTELLECTUAL PROPERTY**

**WHEREAS, KIRBY AND ALLEN**, a corporation of the State of New Jersey (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 January 24, 2002, and (ii) Trademark Assignment of Security dated June 24, 2002 (collectively, the "Security Documents").

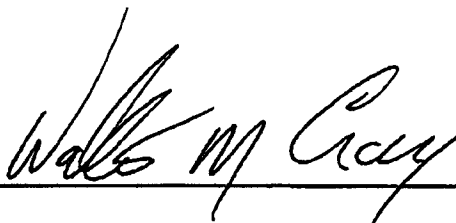
**WHEREAS**, Equinox has a lien and security interest in and to the trademarks and trademark applications set forth on Schedule A (hereinafter, the "Trademarks") pursuant to the Security Documents.

**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 16<sup>th</sup> day of December, 2004.

EQUINOX BUSINESS CREDIT CORP.

  
\_\_\_\_\_

By:

Print Name:

Print Title:

*Walter M Gray*  
*Chairman*

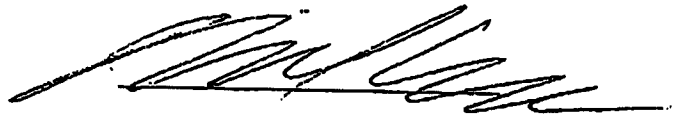
TRADEMARK

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ACKNOWLEDGMENT

STATE OF New Jersey  
 ) SS:  
COUNTY OF Monmouth

BE IT REMEMBERED, that on this 16<sup>th</sup> day of December, 2004, before me, the subscriber, personally appeared Walter M. Cozz, 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 Eggs  
Attorney At Law  
State of New Jersey

SCHEDULE A

TRADEMARKS

<u>Mark</u>	<u>Registration Number</u>	<u>Registration Date</u>
KIRBY & ALLEN	2393025	10/10/2000
BELLA CUCINA	2854393	06/15/2004

<u>Mark</u>	<u>Serial Number</u>	<u>Filing Date</u>
ZIP COOKER	76342080	11/27/2001

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RECORDED: 12/22/2004

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