

02-02-2005



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

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

12/29/04

1. Name of conveying party(ies):

FREEDOM SCIENTIFIC INC.

- 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 Assignment for Security

Execution Date: December 21, 2004

2. Name and address of receiving party(ies)

Name: AMSOUTH BANK, AS AGENT

Internal

Address: c/o AmSouth Capital Corp.

Street Address: 599 Lexington Avenue

City: New York State: NY Zip: 10022

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Other Banking Institution

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

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) 78/271,607

B. Trademark Registration No.(s) 2,520,226

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Lauren Bernstein, Esq.

Internal Address: Kaye Scholer LLP

Street Address: 425 Park Avenue

City: New York State: NY Zip: 10022

6. Total number of applications and registrations involved: 12

7. Total fee (37 CFR 3.41): \$ 315.00

- 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.

Joyce Francis

Name of Person Signing

Joyce Francis Signature

12/28/04

Date

Total number of pages including cover sheet, attachments, and document: 5

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

02/01/2005 DBYRME 00000204 78271607

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TRADEMARK REEL: 003112 FRAME: 0569

SCHEDULE 1 TO ASSIGNMENT FOR SECURITY (TRADEMARKS)

FREEDOM SCIENTIFIC INC.

REGISTERED TRADEMARKS

<u>Trademark</u>	<u>Date Issued</u>	<u>Application No.</u>	<u>Registration No.</u>
FREEDOM SCIENTIFIC	12/18/01	78-005,468	2,520,226
MAGIC MAGNIFICATION IN COLOR	09/07/99	75-447,979	2,275,691
WHIZ WHEELS	01/28/03	78-075,636	2,681,934
TESTTALKER	11/25/03	78-130,374	2,787,622

TRADEMARK APPLICATIONS

<u>Trademark</u>	<u>Date Filed</u>	<u>Application No.</u>
WEBMASKING	07/08/03	78-271,607
SCANTALKER	09/08/03	78-297,252

ASSIGNMENT FOR SECURITY

(TRADEMARKS)

WHEREAS, FREEDOM SCIENTIFIC INC. (herein referred to as "Assignor") has adopted, used and is using the trademarks listed on the annexed Schedule 1, which trademarks are registered in the United States Patent and Trademark Office or an application for registration has been filed therefor (the "Trademarks");

WHEREAS, Assignor, one or more affiliates thereof, certain financial institutions party thereto (the "Lenders"), AmSouth Bank as agent for the Lenders (in such capacity, together with any successor agent, "Assignee"), AmSouth Capital Corp., as administrative agent, and the guarantors named therein are parties to the Loan and Security Agreement dated as of the date hereof, and Assignee and the Lenders are desirous of having a security interest in favor of Assignee on the Trademarks in order to secure the payment of certain obligations of Assignor now or hereafter owing to Assignee and the Lenders;

WHEREAS, Assignor has entered into a Security Agreement - Trademarks, Patents and Copyrights dated the date hereof (as it may be amended, supplemented, or otherwise modified from time to time, the "Agreement") with Assignee and one or more affiliates of Assignor; and

WHEREAS, pursuant to the Agreement, Assignor has assigned to Assignee and granted to Assignee a security interest in, all right, title and interest of Assignor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby assign as collateral security for the Secured Obligations unto Assignee and grant to Assignee a security interest in the Trademarks to secure the prompt payment, performance and observance of the Secured Obligations.

Assignor does hereby further acknowledge and affirm that the rights and remedies of Assignee with respect to the assignment of, and security interest in, the Trademarks made and granted hereby are more fully set forth in the Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

Assignee's address is an office at c/o AmSouth Capital Corp., 599 Lexington Avenue, New York, New York 10022.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, Assignor has caused this Assignment For Security to be duly executed by its officer thereunto duly authorized as of the 21 day of December, 2004.

FREEDOM SCIENTIFIC INC.,
a Delaware corporation

By: _____

Name: _____

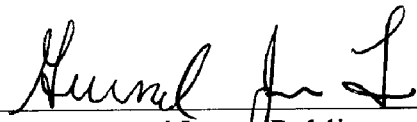
Title: _____

Roy Rafallo
Roy Rafallo
Secretary

STATE OF New York

COUNTY OF New York : ss.:

On this 21 day of December, 2004, before me personally appeared Roy Ratalco, to me known, who, being by me duly sworn, did depose and say that he/she resides at 11800 31st Court North, St. Petersburg, FL and that he/she is the Secretary of the Assignor; and that he/she signed his/her name thereto in his/her capacity as an authorized officer of said corporation pursuant to such authority.



Notary Public

GURNEL JEAN-LOUIS
Notary Public, State of New York
No. 01JE6016979
Qualified in Queens County
Commission Expires Nov. 30, 2008

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212 836-8000
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www.kayescholer.com

December 28, 2004

VIA HAND DELIVERY

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

TRADEMARK FEE PROCESS
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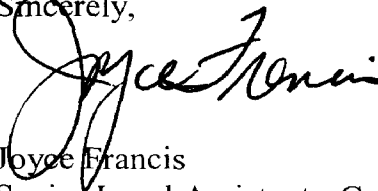
**Re: Freedom Scientific Inc./AmSouth Bank
PTO Filing - Assignment for Security (Trademarks)**

Dear Mr./Ms. Commissioner:

Enclosed please find the Trademarks Recordation Form Cover Sheet conveying an Assignment for Security (Trademarks) (Registration No. 2, 520,226), dated as of December 21, 2004, executed by Freedom Scientific Inc. in favor of AmSouth Bank. Also included is a check in the amount of \$ 165.00 to cover the filing fee. Please file the Assignment and have the acknowledgment returned to Lauren Bernstein, Esq. at the address indicated on the cover sheet.

Thank you for your attention to this matter. Kindly call me at (212) 836-7444 with any questions related to this filing.

Sincerely,


Joyce Francis
Senior Legal Assistant - Corporate/Finance

cc: Lauren Bernstein, Esq.
Ami Cietta Duche, Esq.



12-29-2004

U.S. Patent & TMO/TM Mail RcptDt. #77

30996595.WPD

NEW YORK CHICAGO LOS ANGELES WASHINGTON, D.C. WEST PALM BEACH HONG KONG LONDON SHANGHAI

RECORDED: 12/29/2004

**TRADEMARK
REEL: 003112 FRAME: 0574**