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03-04-2005

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Form PTO-1594 (Rev. 06/04)
OMB Collection 0651-0027 (exp. 6/30/2005)

DEPARTMENT OF COMMERCE
Patent and Trademark Office



RECORDATION
TRADEMARK 102952863

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):

Freedom Scientific Inc.

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

Citizenship (see guidelines) _____

Execution Date(s) **December 21, 2004**

Additional names of conveying parties attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other **Assignment for Security**
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: **Am South Bank, as Agent**

Internal

Address: **c/o Am South Capital Corp.**

Street Address: **599 Lexington Avenue**

City: **New York**

State: **New York**

Country: **USA** Zip: **10022**

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship _____

Other **Banking Institution** Citizenship _____
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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

1103859

B. Trademark Registration No.(s)

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & 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: **New York** Zip: **10022**

Phone Number: **212-836-7091**

Fax Number: **212-836-8689 or 212-836-6506**

Email Address: **lbernstein@kayescholer.com**

6. Total number of applications and registrations involved:

6

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ **165.00**

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number _____

Authorized User Name _____

9. Signature: *Johanne R. Rémy*

Signature

January 27, 2005

Date

Johanne R. Rémy

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: **6**

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

31010833.pdf
03/03/2005 ECOOPER 00000259 1103859
01 FC:6521 40.00 DP

02 FC:6522 125.00 DP

TRADEMARK
REEL: 003136 FRAME: 0175

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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	01/13/04	1103859	599210
FREEDOM SCIENTIFIC	11/01/02	2001048308	4618059
FREEDOM SCIENTIFIC	11/15/01	48772001	491520
FREEDOM SCIENTIFIC	12/13/01	200106201	212386
FREEDOM SCIENTIFIC	04/15/02	1786961	1786961
JAWS	07/31/96	1022432000	2715334

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.

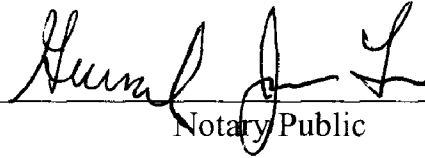
FREEDOM SCIENTIFIC INC.,
a Delaware corporation

By: Roy Rafalco
Name: Roy Rafalco
Title: Secretary

STATE OF New York)

COUNTY OF New York) : ss.:

On this 21 day of December, 2004, before me personally appeared Roy Rafalco, 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, 2006