

Form PTO-1594 (Rev. 07/05)  
OMB Collection 0651-0027 (exp. 6/30/2008)

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

### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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):**

Mizuho USA, Inc., a California

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation- State: California
- Other

Citizenship (see guidelines)

Additional names of conveying parties attached?  Yes  No

**3. Nature of conveyance )/Execution Date(s) :**

Execution Date(s) May 21, 2007

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

**2. Name and address of receiving party(ies)**

Additional names, addresses, or citizenship attached?  Yes

No

Name: FCC, LLC

Internal

Address: d/b/a First Growth Capital

Street Address: 515 North Flagler Drive, Suite 700

City: West Palm Beach

State: Florida

Country: U.S.A. Zip: 33401

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

Other LLC 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)  
78352716

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):**

Trademark: PROOF POSITIVE, filing date January 15, 2004

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

Name: Bernard L. Kleinke, Esq.

Internal Address: DUCKOR SPRADLING METZGER &

WYNNE, a Law Corporation

Street Address: 3043 4th Avenue

City: San Diego

State: California Zip: 92103

Phone Number: (619) 209-3000

Fax Number: (619) 209-3043

Email Address: kleinke@dtsmwlaw.com

**6. Total number of applications and registrations involved:**

1

**7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 40.00**

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

**8. Payment Information:**

a. Credit Card Last 4 Numbers 2000  
Expiration Date 07/09

b. Deposit Account Number 502835  
Authorized User Name Bernard Kleinke

**9. Signature:**

Bernard L. Kleinke  
Signature

Signature

BERNARD L. KLEINKE, Esq.

Name of Person Signing

July 31, 2007  
Date

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

7

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:  
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

OP \$40.00 78352716

**MEMORANDUM OF SECURITY INTEREST  
IN TRADEMARKS AND GOODWILL**

Mizoho, USA, Inc. ("Debtor"), a California corporation, has previously granted to FCC, LLC d/b/a First Growth Capital, ("Creditor"), a security interest in and to all of Debtor's right, title and interest in and to the trademarks and trademark registrations and applications therefor which are identified on Exhibit A attached hereto and herein incorporated by this reference (the "Trademarks"), together with the goodwill and assets of the business owned by Debtor to which such Trademarks are appurtenant and all actions for infringement concerning the foregoing.

The terms and conditions of the security interest granted hereby are contained in that certain Purchasing Agreement (the "Agreement") dated as of April 20, 2006, between Debtor and Creditor as security for Debtor's performance of Debtor's obligations as set forth in the Agreement. Nothing contained in this Memorandum of Security Interest shall be construed as a present or absolute assignment of any of the collateral nor as limiting any interest, which Creditor may have in any other collateral described in the Agreement or otherwise.

IN WITNESS WHEREOF the undersigned have hereunto set their hands this 21<sup>st</sup> day of MAY 21, 2007

"Creditor"

"Debtor"

By: [Signature]  
Name: STAY B. McKens  
Title: EVP

By: [Signature]  
Name: Thomas F. Berne  
Title: EVP & General Counsel  
Under Irrevocable Power of Attorney

**TRADEMARKS**

<u>Name</u>	<u>Serial Number</u>	<u>Filing Date</u>
Proof Positive	78352716	January 15, 2004

1347-001/26493

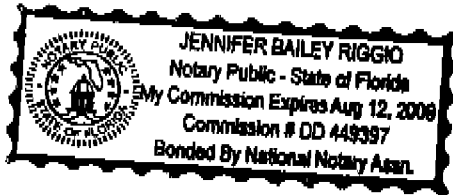
EXHIBIT A

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 21<sup>st</sup> day of May, 2007 by Thomas F. Berner, who is personally known to me or who has produced known to me as identification.

Jennifer Bailey Riggio  
Notary Public

(SEAL)



STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 21<sup>st</sup> day of May, 2007 by JAY ATKINS, who is personally known to me or who has produced known to me as identification.

Jennifer Bailey Riggio  
Notary Public

(SEAL)

