

MILO

07-09-1999

FORM PTC-159
1-31-92

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



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To the Honorable Commissioner c

original documents or copy thereof.

1. Name of conveying party(ies):

AGRO DYNAMICS, INC.
10 Alvin Court
East Brunswick, New Jersey 08816

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

Additional name(s) of conveying party(ies) attached? Yes No

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

Name: CENTURY BUSINESS CREDIT CORPORATION

Internal Address:

Street Address: 119 West 40th Street

City: New York State: New York ZIP: 10018

Individual(s) citizenship

Association

General Partnership

Limited Partnership

Corporation-State New York

Other

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

3. Nature of conveyance:

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

Execution Date: June 29, 1999

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

A. Trademark Application No.(s)

SEE ATTACHED SCHEDULE A

B. Trademark registration No.(s)

SEE ATTACHED SCHEDULE A

Additional numbers attached? Yes No

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

Name: Federal Research Corp.

Internal Address:

Street Address: 400 Seventh Street, NW, Suite 101

City: Washington State: D.C. ZIP: 20004

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41): \$ 115.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

07/08/1999 NTHAI1 00000107 75638083

DO NOT USE THIS SPACE

01 FC:481

02 FC:482

40.00 OP
75.00 OP

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

Richard ROEL

Name of Person Signing

Richard Roel

Signature

7/1/99

Date

Total number of pages including cover sheet, attachments and document: 4

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 2023

SCHEDULE A

Schedule A to a Trademark Assignment of Security dated June 29, 1999, by and between AGRO DYNAMICS, INC. and CENTURY BUSINESS CREDIT CORPORATION.

<u>REG. NO. OR APPLICATION NO.</u>	<u>REG. OR FILING DATE</u>	<u>MARK</u>
75-638,083	2/9/99	GROAM
75-333,643	7/31/97	BLUEWHALE FLOWER MARKET
2,099,737	9/23/97	ISYS
1,353,543	8/13/85	AGRO DYNAMICS

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, Agro Dynamics, Inc. ("ADI"), a corporation formed under the laws of Delaware, located at 10 Alvin Court, East Brunswick, New Jersey 08816 ("EPSC"), has adopted, used and is using the marks shown in the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, ADI is obligated to Century Business Credit Corporation ("Lender") located at 119 West 40th Street, New York, New York 10018, pursuant to (i) a certain Loan and Security Agreement, dated the date hereof, between Lender, ADI and EcoScience Produce System Corporation, and (ii) a certain Trademark Collateral Security Agreement, dated the date hereof, made by ADI in favor of Lender (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

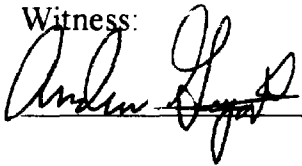
WHEREAS, pursuant to the Agreements, ADI is granting to Lender a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, ADI does hereby assign and grant to Lender a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which assignment and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

ADI expressly acknowledges and affirms that the rights and remedies of Lender with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.

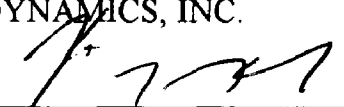
Dated: New York, New York
June 29, 1999

Witness:

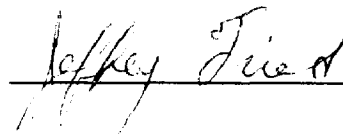


AGRO DYNAMICS, INC.

By:

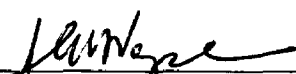

Name: Kenneth S. Hollander
Its: S-VP

Witness:



CENTURY BUSINESS CREDIT CORPORATION

By:


Name: Allen H. Vogel
Its: Senior VP

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

On this 29th day of June, 1999, before me personally came Kenneth S. Hollander, to me known, who, being by me duly sworn, did depose and say that he is the Senior V.P. of Agro Dynamics, Inc., the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said corporation.

Richard Roel
Notary Public

RICHARD ROEL
NOTARY PUBLIC, State of New York
No. 01R05026268
Qualified in Queens County
Commission Expires April 18, 2000

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

On this 29th day of June, 1999, before me personally came Allen H. Vogel, to me known, who, being by me duly sworn, did depose and say that he is the Senior VP of Century Business Credit Corporation, the corporation described in and which executed the foregoing instrument; and that he was authorized to sign his name thereto on behalf of said corporation.

Richard Roel
Notary Public

RICHARD ROEL
NOTARY PUBLIC, State of New York
No. 01R05026268
Qualified in Queens County
Commission Expires April 18, 2000