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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings



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U.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.

1. Name of conveying party(ies): PASTEURIZED EGGS CORPORATION
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: FOOTBRIDGE CAPITAL LLC Internal Address: Street Address: 2 THORNDAL CIRCLE City: DARIEN State: CT Zip: 06820
Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Delaware 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: December 12, 2001

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 76/032,934 76/033,214 B. Trademark Registration No.(s) 2,473,362 2,467,616 2,446,452
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: PAUL J. KENNEDY, ESQ. Internal Address: PEPPER HAMILTON LLP 3000 TWO LOGAN SQUARE Street Address: 18TH AND ARCH STREETS City: PHILA. State: PA Zip: 19103-2799

6. Total number of applications and registrations involved: 5
7. Total fee (37 CFR 3.41): \$140.00 Enclosed Authorized to be charged to deposit account
8. Deposit account number:

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. PAUL J. KENNEDY Name of Person Signing Signature Date FEBRUARY 8, 2002
Total number of pages including cover sheet, attachments, and document: 9

03/07/2002 LMUELLER 00000134 76032934

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

01 FC:481 40.00 DP 02 FC:482 100.00 DP

TRADEMARK REEL: 002456 FRAME: 0678

NOTICE OF INTELLECTUAL PROPERTY SECURITY AGREEMENT

NOTICE dated the 12th day of December, 2001 by PASTEURIZED EGGS CORPORATION, a corporation organized under the laws of Delaware, having an address at 169 Daniel Webster Highway, Suite 16, Meredith, New Hampshire 03253 (the "Debtor"), to and in favor of FOOTBRIDGE CAPITAL LLC, a Delaware limited liability company, having an address at 28 Thorndal Circle, Darien, Connecticut 06820 ("Secured Party") in connection with indebtedness evidenced by that certain Secured Promissory Note dated December 12, 2001 by Debtor in favor of Secured Party (as such may be amended, modified, extended, superseded and renewed from time to time, the "Secured Promissory Note") and by that certain Intellectual Property Security Agreement dated December 12, 2001 between Debtor and Secured Party (herewith (as such may be amended, modified, extended, and renewed from time to time, the "IP Agreement").

WHEREAS, Debtor is the owner of certain Intellectual Property Collateral as listed in Exhibits A, B, C and D hereto; and

WHEREAS, Secured Party has agreed to extend certain credit to Debtor under the Secured Promissory Note on condition that Debtor pledge and grant to Secured Party as collateral for the obligations under the Secured Promissory Note a security interest in and lien on and to such Intellectual Property Collateral and application therefor described above and listed in Exhibits A, B, C and D hereto, including the registrations thereof, the goodwill associated therewith and all other related claims and rights as more fully described in the IP Agreement (the "IP");

NOW THEREFORE, for good and valuable consideration, as security for the due and timely payment and performance of the obligations, Debtor hereby pledges and grants and collaterally assigns to Secured Party a security interest in and lien on and to all rights, title and interest in and to the aforesaid IP, and gives notice of such security interest and the existence of such IP Agreement providing therefor.

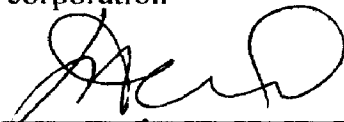
Executed as of the date first above written.

PASTEURIZED EGGS CORPORATION,
a Delaware corporation

By:

Name:

Title:



J.H. RAND

CEO

STATE OF Connecticut
COUNTY OF Fairfield) ss.

The foregoing instrument was acknowledged before me this 11th day of
December, 2001, by James H. Rand, the C.E.O. of PASTEURIZED
EGGS CORPORATION, a Delaware corporation, on behalf of the corporation.

[seal]

Lorene Stevens
NOTARY PUBLIC

EXHIBIT "A"

HARDWARE AND SOFTWARE

DESCRIPTION OF HARDWARE AND SOFTWARE COLLATERAL

Date	Vendor/Description
11/10/94	Panasonic 3642 Printer
11/10/94	Panasonic KXP4400 Laser Print
10/24/94	HP Fax-950 Facsimile
10/27/95	Transcriber
04/18/97	Computers, Etc - 4 Computers
04/23/97	MacDurgin - Transcriber
05/23/97	Cyberwarehouse-Computer
03/27/98	Gateway 2000 - Server
04/06/98	Umax Astra 1200S Scanner
09/28/99	Pentium 233 MMX
10/18/99	Pentium II 400 MMX
02/10/00	Staples - Computer
04/19/00	3 Pentium II 400 MMX
05/22/00	Staples & Computer Magic (Visa)
05/22/00	Dell Computers (First USA)
06/21/00	Office Max - 2 Monitors
07/21/00	Staples - Lap Top Computer
07/21/00	Staples - Printer For Lap Top
07/24/00	Computer Magic - Computer
08/06/00	dbstamps/DSL and Firewall
08/10/00	Computer Magic/ Computer
09/21/00	Computer Magic/Computer
10/10/00	dbstamps/Office Logic
02/07/01	Computer Magic/Computer
03/13/01	Computer Magic Computer
08/30/01	Great Northern Video/Slide Projector
08/31/01	Bill Finnegan/Fax/copier/scanner
10/12/01	Screen & Screen Again/Credit card terminal

Exhibit "B" attached to that certain Notice of Intellectual Property Security Agreement dated December 12, 2001.

EXHIBIT "B"

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None.

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Exhibit "C" attached to that certain Notice of Intellectual Property Security Agreement dated December 12, 2001.

EXHIBIT "C"

PATENTS

<u>PATENT DESCRIPTION</u>	<u>DOCKET NO.</u>	<u>COUNTRY</u>	<u>SERIAL NO.</u>	<u>FILING DATE</u>	<u>STATUS</u>
Method for Production Of Pasteurized In-Shell Chicken Eggs	962,766	U.S. Canada EP	5,843,505	11/3/97	Issued 12/1/98
Pasteurized In-Shell Chicken Eggs	09/197,573	U.S. Canada; EP	6,165,538	11/23/98	Issued 12/26/00
Pasteurized In-Shell Chicken Eggs and Methods For Production Thereof	CIP-09/613,832	U.S. Canada EP	6,322,833	7/11/00	Notice of Allowance 7/13/01

Debtor has a rights in and to the following patents pursuant to that certain Global Settlement Memorandum effective September 20, 2001, among L. John Davidson, the Debtor and the other parties named therein:

Multi-Temp	60/271,746	U.S.		2/28/01	Pending
Egg Sealing	60/271,726	U.S.		2/28/01	Pending
Methods of Improving Shelf Life of Eggs	CIP-09/954,462	U.S.		9/14/01	Pending
Shell Egg Sterilizing Sealant and Method For Use	60/335,031	U.S.		11/2/01	Pending
Pasteurized In-Shell Chicken Eggs and Methods for Production Thereof	CIP-09/976,106	U.S.		10/15/01	Pending

Debtor has rights in and to the following patents pursuant to that certain Option Agreement dated January 2, 1997 with James P. Cox et al.:

Methods for Processing Poultry Shell Eggs	156,273	U.S. Canada Australia EP	5,589,211	11/22/93	Issued 12/31/96
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Methods for Processing Poultry Shell Eggs in a Heated Bath	DIV-08/691,744	U.S.	5,939,118	8/2/96	Issued 8/17/99
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Debtor has an exclusive license to use and sub-license the following patents pursuant a License Agreement dated July 22, 1995 with Louis Polster:

Process for Heat Treating Food Product	08/640,746	U.S.	5,916,617	11/5/93	Issued 6/29/99
Method and Apparatus For Chilling In-Shell Eggs	09/001,673	U.S.	6,035,647	12/31/97	Issued 3/14/00
Method of Preparing Waxed In-shell Eggs	09/001,674	U.S.	6,103,284	12/31/97	Issued 8/15/00
Apparatus and Methods For Pasteurizing In-Shell Eggs	09/002,244	U.S. *	6,113,961	12/31/97	Issued 9/5/00

* And Australia, China, EP, Japan, Canada, Brazil, Mexico, Israel, Eurasia

Exhibit "D" attached to that certain Notice of Intellectual Property Security Agreement dated December 12, 2001.

EXHIBIT "D"

TRADEMARKS

I. U.S. FEDERAL TRADEMARK APPLICATIONS

<u>TRADEMARK</u>	<u>OWNER</u>	<u>SER. NO.</u>	<u>FILE DATE</u>	<u>GOODS/SERVICES (CLASS)</u>	<u>STATUS</u>
The Safer Egg	Pasteurized Eggs Corporation	2,473,362	4/24/00	29	Issued
Hens on Eggs	Pasteurized Eggs Corporation	2,446,452	4/24/00	29	Issued
Eat 'em any way you like	Pasteurized Eggs Corporation	2,467,616	4/24/00	29	Issued
Davidson's Pasteurized Eggs	Pasteurized Eggs Corporation	76,032,934	4/24/00	29	Pending
Pasteurized for your safety	Pasteurized Eggs Corporation	76/033,214	4/24/00	29	Pending

Debtor has rights to and in the following trademark pursuant to that certain Option Agreement dated January 2, 1997 with James P. Cox et al.:

THERMALPURE	Bon Dente JV	76/297109	8/7/01	29 & 40	Pending
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II. UNREGISTERED TRADEMARKS

<u>TRADEMARK</u>	<u>SER. NO.</u>	<u>FILE DATE</u>	<u>GOODS/SERVICES (CLASS)</u>	<u>STATUS</u>
Nature made them good. We make them safer				Sales Mark

III. INTERNET DOMAIN NAMES

Safereggs.com

Safeeggs.com

Pasteurizedshelleggs.com

Pasteurizedeggs.com

Pasteurized.com

Eggspasteurized.com

Eggsafety.com

Davidsonsegg.com