

U.S. Department of Commerce
Patent and Trademark OfficeRECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

1. Name of conveying party::

Generations F.G. Inc.

☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-Canada
☐ Other _____

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

2. Name and Address of receiving party:

Name: RoyNat Capital Inc.

Address: 40 King Street West, 26th Floor
Toronto, Ontario M5H 1H
Canada

3. Nature of conveyance:

☐ Assignment ☐ Merger
☒ Security Agreement ☐ Change of Name
☐ Other _____

Execution Date: February 7, 2005

☐ Individual(s) citizenship
☐ Association
☐ General Partnership
☐ Limited Partnership
☒ Corporation-Canada
☐ 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

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

A. Trademark Application Nos.

B. Trademark Registration Nos. 2,175,994

Additional numbers attached? ☐ Yes ☒ No

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

Midge M. Hyman, Esq.
Cowan, Liebowitz & Latman, P.C.
1133 Avenue of the Americas
New York, NY 10036-6799

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41). \$40.00

Enclosed

☒ Any deficiency is authorized to be charged to
Deposit Account No. 03-3415.

8. Deposit Account No. 03-3415

(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.

Midge M. Hyman

Name of Person Signing

Signature

Date

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

CERTIFICATE OF FACSIMILE TRANSMISSION

I hereby certify that this correspondence is being deposited with the U.S. Postal Service as First Class Mail in an envelope addressed to Commissioner for Trademarks, P.O. Box 1451, Alexandria, Virginia 22313-1451 on

4/1/05
(Date of Deposit)LORRAINE MARINO
(Print name)Lorraine Marino
(Signature)

TRADEMARK

700167043

REEL: 003080 FRAME: 0990

CH \$40.00 033415 2175994

ASSIGNMENT AS SECURITY INTEREST IN TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, the sufficiency and receipt of which are hereby acknowledged, Generations F.G. Inc., an Ontario corporation (the "Assignor") with principal offices at 10 Commerce Valley Drive, Markham, Ontario, L3T 7N7, Canada hereby assigns and grants to Roynat Capital Inc., with principal offices at 40 King Street West, 26th Floor, Toronto, Ontario, M5H 1H1, Canada (the "Assignee"), a security interest in, and a lien upon, i) all of Assignor's now existing and future acquired right, title and interest in and to Assignor's trademarks, trademark registrations, and trademark applications including those more particularly set forth on Schedule I attached hereto (the "Marks"), and all renewals thereof, together with (ii) all proceeds and products of the Marks, (iii) the goodwill of the business(es) with which the Marks are associated and (iv) all cause of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

This ASSIGNMENT AS SECURITY INTEREST is made to secure the payment of the principal, interest and all other moneys from time to time payable under the Debenture issued by among the Assignor dated as of February 7, 2005 (as amended from time to time, the "Debenture"), and the performance by the Assignor of all its obligations thereunder and shall be effective as of the date of the Debenture.


This Assignment as Security Interest has been granted in conjunction with the security interest granted to Assignee with respect to the Debenture. The rights and remedies of the Assignee with respect to the security interest granted herein are without prejudice to, and are in addition to those set forth in the Debenture, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Assignment as Security Interest are deemed to conflict with the Debenture, the provisions of the Debenture shall govern.

Signature lines follow.

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IN WITNESS WHEREOF, the undersigned have executed this Assignment as Security Interest as of the 7 day of February, 2005.

GENERATIONS F.G. INC.

Per: 
Name: KURT LETAIN
Title: V. P. FINANCE

I have authority to bind the Corporation.

ROYNAT CAPITAL INC., as Assignee

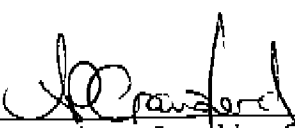
By: _____
Name: _____
Title: _____

By: _____
Name: _____
Title: _____

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CITY OF TORONTO)
)
PROVINCE OF ONTARIO)

On this 7 day of February, 2005, before me personally came
KURT LETAIN, who being duly sworn, did depose and say that he is the
VICE PRESIDENT - FINANCE of Generations F.G. Inc., that he is authorized to execute the foregoing
Assignment as Security Interest on behalf of said corporation and that he did so by authority of
the Board of Directors of said Corporation.



Commissioner for taking Oaths

A.P. Crawford, Deputy Clerk
Town of Richmond Hill

RS01990 ch c17 s (1200)

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SCHEDULE 1

TRADEMARKS

JURISDICTION	DESCRIPTION	REGISTRATION/ FILING DATE	REGISTRATION, APPLICATION NO.
U.S.	FGI		2,175,994
Canada	FGI		TMA 468, 271
Canada	FGI LOGO		TMA 579702

TOR_LAW\5942344\2