

06-02-1998

FORM PTO-1505  
1-31-92



U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

100726104

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

MRP 5-14-98

1. Name of conveying party(ies):  
Cool Zone, Inc.  
Additional name(s) of conveying party(ies) attached?  yes  no

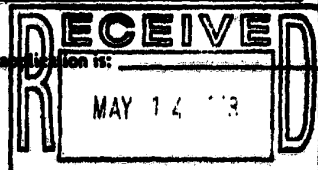
2. Name and address of receiving party(ies):  
Name: Unity Venture Capital Associates, Ltd.  
Internal Address:

3. Nature of Conveyance:  
 Assignment  Merger  
 Security Agreement  Change of Name  
 Other \_\_\_\_\_  
Execution Date: May 8, 1998

Street Address: 245 Fifth Avenue  
Suite 1500  
City New York State NY ZIP 10016  
Additional name(s) & address(es) attached?  Yes  No

4. Application number(s) or patent number(s):  
If this document is being filed together with a new application, the execution date of the application is:  
A. Patent Application No.(s)  
60/055,211

B. Patent No.(s)  
5,497,633  
5,598,719  
Additional numbers attached?  Yes  No



5. Name and address of party to whom correspondence concerning document should be mailed:  
Name: Stephan P. Gribok  
Internal Address: ROBERT SEAMANS CHERIN & MELLOTT  
Street Address: 1700 Market Street  
Suite 3232  
City: Phila State: PA ZIP 19103

6. Total number of applications and patents involved: 3  
7. Total fee (37 CFR 3.41): .....\$ 120.00  
 Enclosed  
 Authorized to be changed to deposit account  
8. Deposit account number:  
(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.*  
Stephan P. Gribok [Signature] 5-12-98  
Name of Person Signing Signature Date  
7815-29  
Total number of pages comprising cover sheet: 6

OMB No. 0651-0011 (exp. 4/94)  
Do not detach this portion

Mail documents to be recorded with required cover sheet information to:  
06/02/1998 BCDATES 00000172 60055211 Commissioner of Patents and Trademarks  
01 FC:581 120.00 OP Box A, Assignments  
Washington, D.C. 20231  
Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-0011), Washington, D.C. 20503

PATENT  
REEL: 9197 FRAME: 0186

GRANT OF SECURITY INTEREST (PATENTS)

The undersigned, a Delaware corporation (the "Grantor"), is obligated to UNITY VENTURE CAPITAL ASSOCIATES LTD., as Agent (the "Secured Party"), and has entered into a Security Agreement, dated as of May 8, 1998 (as amended, supplemented or otherwise modified from time to time, the "Security Agreement"), in favor of the Secured Party.

Pursuant to the Security Agreement, the Grantor granted to the Agent a security interest in all of the right, title and interest of the Grantor in and to (i) all letters patent and all applications therefor listed on Schedule 1 and all reissues, continuations, divisions, continuations-in-part, renewals or extensions thereof (the "Patent") together with all and the inventions disclosed or claimed therein, including the right to make, sue and/or sell the inventions disclosed or claimed therein and (iii) all proceeds thereof, any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the prompt payment, performance and observance of its Obligations (as defined in the Security Agreement).

For good and valuable consideration, the receipt of which is hereby acknowledged, and for the purpose of recording the grant of the security interest as aforesaid, the Grantor does hereby further assign to the Secured Party, and grant to the Secured Party a security interest in, the Patents to secure the prompt payment, performance and observance of its Obligations (as defined in the Security Agreement).

The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Secured Party with respect to the assignment of and security interest in the Collateral made and granted hereby are set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

Upon the cash payment in full of all its Obligations (as defined in the Security Agreement), the Secured Party will take whatever actions are necessary at the Grantor's expense to release or reconvey to Grantor all right, title and interest of the Grantor in and to the Collateral.

The Agent's address is: 245 Fifth Avenue, New York, New York 10016.

IN WITNESS WHEREOF, the Grantor has caused this Grant of Security Interest to be duly executed by its duly authorized officer as of the 8 day of May, 1998.

COOL ZONE, INC.

By: 

Name: James Nagourney  
Title: President

PATENT  
REEL: 9197 FRAME: 0187

STATE OF CALIFORNIA )  
COUNTY OF *San Diego* ) SS.:

On this *8* day of May 1998, before me personally came James Nagourney, to me known, who, being by me duly sworn, did depose and say that he resides at *909 Coast Blvd., La Jolla, CA 92037*; that he is the President of COOL ZONE, INC., the corporation described in and which executed the above instrument, and that he signed his name thereto by order of the board of directors thereof.



*Patricia D. Groves*  
Notary Public

PATENT  
REEL: 9197 FRAME: 0188

**SCHEDULE 1  
GRANT OF SECURITY INTEREST (U.S. PATENTS)  
DATED AS OF MAY 8, 1998**

<b><u>PATENT NO.</u></b>	<b><u>GRANT DATE</u></b>	<b><u>TITLE</u></b>
5,497,633	March 12, 1996	EVAPORATIVE COOLING APPARATUS
5,598,719	February 4, 1997	EVAPORATIVE COOLING APPARATUS

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**PATENT  
REEL: 9197 FRAME: 0189**

SCHEDULE 1  
GRANT OF SECURITY INTEREST (U.S. PATENTS APPLICATIONS)  
DATED AS OF MAY 8, 1998

<u>PATENT APPLN. NO.</u>	<u>FILING DATE</u>	<u>TITLE</u>
60/055,211	08/4/97	FOGGING VENDING MACHINE

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RECORDED: 05/14/1998

PATENT  
REEL: 9197 FRAME: 0190