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To the Honorable Commissioner of Patents

100708279

attached original documents or copy thereof.

1. Name of conveying party(ies):
 UNITED GREEN MARK
 7514 Redwood Boulevard
 Novato, California 94945

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

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

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

Name: FLEET CAPITAL CORPORATION, as Agent
 Internal Address: _____
 Street Address: 200 Glastonbury Boulevard
 City: Glastonbury State: CT ZIP: 06033

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Rhode Island
 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: 4/30/98

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 Avenue, N.W.
Suite 101
 City: Washington State: DC ZIP: 20004

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): 40.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

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

RECEIVED
 MAY - 8 PM '98
 ASSIGNMENT

05/11/1998 SSMITH 00000095 75054204
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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

Benjamin Katz B Katz 5/6/98
 Name of Person Signing Signature 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. 20231

SCHEDULE A

Schedule A to a Trademark Assignment of Security dated April 30, 1998, by and between UNITED GREEN MARK and FLEET CAPITAL CORPORATION, as Agent.

Registration No.
or Application No.

Mark

Registration or
Filing Date

75/054,204

UNITED GREEN MARK, INC.

8/5/97

TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS, United Green Mark, a corporation formed under the laws of the State of California ("Company"), having a principal place of business at 7514 Redwood Boulevard, Novato, California 94945, 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, Company is obligated to Agent and Lenders (each term as hereinafter defined), pursuant to (i) a certain Loan and Security Agreement, dated the date hereof, among Company, United Green Tech, Inc., Coast Irrigation Supply, Inc., Fleet Capital Corporation ("Fleet"), the various financial institutions named therein or which hereafter become a party thereto (Fleet and such other financial institutions, collectively, "Lenders") and Fleet as administrative and collateral agent for Lenders (Fleet in such capacity, "Agent"), and (ii) a certain Trademark Collateral Security Agreement, dated the date hereof made by Company in favor of Agent for the ratable benefit of Lenders (as each may be amended, supplemented, restated or otherwise modified from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, Company is granting to Agent for the ratable benefit of Lenders 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, Company does hereby assign unto Agent for the ratable benefit of Lenders and grant to Agent for the ratable benefit of Lenders 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.

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

Dated: April 30 1998

Witness:



UNITED GREEN MARK


By: 

Name: Mark Agnew

Title: President

FLEET CAPITAL CORPORATION, as Agent

Witness:



By: 

Name: JOHN W. STANESCHI

Title: V. P.

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

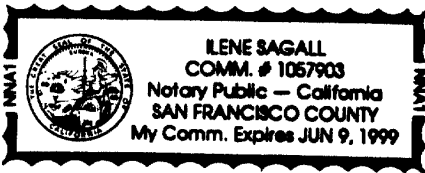
State of CALIFORNIA

County of SAN FRANCISCO

On APRIL 29, 1998 before me, ILENE SAGALL, NOTARY PUBLIC
Date Name and Title of Officer (e.g., "Jane Doe, Notary Public")

personally appeared MARK AGNEW AND JOHN W. STANESKI
Name(s) of Signer(s)

personally known to me – OR – proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) ~~is/are~~ subscribed to the within instrument and acknowledged to me that ~~he/she~~ they executed the same in ~~his/her~~ their authorized capacity(ies), and that by ~~his/her~~ their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Ilene Sagall
Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: Indemall Assignment of Security

Document Date: April 30, 1998 Number of Pages: 2

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: MARK AGNEW

- Individual
- Corporate Officer
Title(s): PRESIDENT
- Partner — Limited General
- Attorney-in-Fact
- Trustee
- Guardian or Conservator
- Other: _____

RIGHT THUMBPRINT OF SIGNER
Top of thumb here

Signer Is Representing:
UNITED GREEN MARK

Signer's Name: JOHN W. STANESKI

- Individual
- Corporate Officer
Title(s): VICE PRESIDENT
- Partner — Limited General
- Attorney-in-Fact
- Trustee
- Guardian or Conservator
- Other: _____

RIGHT THUMBPRINT OF SIGNER
Top of thumb here

Signer Is Representing:
FLEET CAPITAL CORPORATION

SCHEDULE A

Schedule A to a Trademark Assignment of Security dated April 30, 1998, by and between UNITED GREEN MARK and FLEET CAPITAL CORPORATION, as Agent.

Registration No.
or Application No.

Mark

Registration or
Filing Date

75/054,204

UNITED GREEN MARK, INC.

8/5/97