



FORM PTO-1618/
Expires 06/30/99
OMB 0651-0027

101903341

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

11.26.01

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger
 - Change of Name
 - Other
- Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City State/Country Zip Code

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

11/28/2001 LNUELLER 00000094 2335940

FOR OFFICE USE ONLY

01 FC:401 40.00 09
02 FC:402 75.00 09

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002400 FRAME: 0366

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Jane Eckels

Name of Person Signing



Signature

11/26/01

Date Signed

**RELEASE OF CERTAIN TRADEMARKS UNDER TRADEMARK
SECURITY AGREEMENT**

RELEASE, dated July 5, 2001 granted by Citicorp USA, Inc. ("Lender").

W I T N E S S E T H :

WHEREAS, **Pace International, LLC** ("Borrower") and **Citicorp USA, Inc.** ("Lender"), have entered into a Trademark Security Agreement, dated as of May 10, 2000, (the "Trademark Security Agreement"), pursuant to which the Borrower granted to the Lender a security interest in all of the Trademarks and Licenses (as such terms are defined in the Trademark Security Agreement);

WHEREAS, the Trademark Security Agreement was filed with the United States Patent and Trademark Office on August 30, 2000 on Reel/Frame Number 002141/0522 covering the United States trademarks listed on Schedule A attached hereto and forming a part hereof (the "Scheduled Trademarks");

WHEREAS, the Borrower has requested the Lender to release of record its liens upon certain of the Scheduled Trademarks described on Schedule B attached hereto ("Released Trademarks") in connection with the sale and assignment of such trademarks to E.M. Matson, Jr. & Company, Inc.; and

WHEREAS, the Lender is willing to release such liens.

NOW, THEREFORE, the Lender hereby releases its entire right and interest in the Released Trademarks created by the Trademark Security Agreement, and said Trademark Security Agreement with respect to the Released Trademarks, and the lien and security interest granted in the Released Trademarks thereby to the Lender shall hereupon cease and terminate on the trademarks specifically outlined on Schedule B. The Trademark Security Agreement shall continue in full force and effect with respect to the trademarks described on Schedule C.

IN WITNESS WHEREOF, the Lender has executed and delivered this Release as of the date first set forth above.

CITICORP USA, INC.

By: William Demick
Name: William Demick
Title: Vice President

STATE OF NEW YORK)

COUNTY OF Nassau)

On this 5th day of July, 2001 before me appeared William Demick,
personally known to me to be Vice President of Citicorp USA, Inc. and
executed the foregoing instrument on behalf of such corporation and acknowledged the same.

Notary Public:

Penelope Riddick

My commission expires:

11291235

PENELOPE RIDDICK
NOTARY PUBLIC, State of New York
No. 01R16007648
Qualified in Nassau County
Cert. Filed in Nassau County
Commission Expires May 26, 02

SCHEDULE A

SCHEDULED TRADEMARKS

<u>Mark</u>	<u>Registration Number</u>
90-PAR	1,025,079
ACTIVATE	0,821,821
AGRO	0,980,790
CARNAUBA GOLD	2,347,086
CITRASHINE	1,154,445
DEADLINE	0,907,369
DEADLINE BULLETS	1,425,416
DURA-FRESH	1,329,149
HINDER	1,395,496
LEFFINGWELL	0,888,111
LEFFINGWELL SINCE 1900 (and design)	1,016,220
LIFELINE	1,227,170
NUTRA-PHOS	658,193
NUTRA-SPRAY	911,569
PRIMAFRESH	500,727
PRIMEAFRESH HS	1,473,754
PRIME SHINE	1,223,816
SAVOL	1,981,239
SEALBRITE	1,154,443
SHIELD-BRITE	0,969,041
SOLU-SPRAY	2,294,390
SORBA-SPRAY	902,011
STOR-RITE	1,468,710
SUPER-K	1,314,139
UNI-PAR	1,989,964
VITA TONE	613,750
ZBK	1,040,811
ZKP	1,040,810
NUTRA-PHOS	2,335,329
RAIN TOUGH	2,335,940
<u>Pending Mark</u>	<u>Serial Number</u>
MOLLXIDE (design)	75/747316
MOLLXIDE	75/759638
BAC-MASTER	75/798,341
GIBREL	75/853,808
BLUE SOLUTION	75/879,089

SCHEDULE B

RELEASED TRADEMARKS

<u>Trademark</u>	<u>Registration Number</u>
Rain Tough	2,335,940
Deadline	0,907,369
Deadline Bullets	1,425,416
Hinder	1,329,149

SCHEDULE C

REMAINING TRADEMARKS

<u>Mark</u>	<u>Registration Number</u>
90-PAR	1,025,079
ACTIVATE	0,821,821
AGRO	0,980,790
CARNAUBA GOLD	2,347,086
CITRASHINE	1,154,445
DURA-FRESH	1,329,149
LEFFINGWELL	0,888,111
LEFFINGWELL SINCE 1900 (and design)	1,016,220
LIFELINE	1,227,170
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