

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Release of Security Interest

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Citicorp USA, Inc., a Delaware corporation		02/14/2005	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Pace International, LLC
Street Address:	1011 Western Avenue, Suite 505
City:	Seattle
State/Country:	WASHINGTON
Postal Code:	98104
Entity Type:	LTD LIAB JT ST CO: WASHINGTON

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Registration Number:	2335329	NUTRA-PHOS
Registration Number:	2294390	SOLU-SPRAY
Registration Number:	1040810	ZKP
Registration Number:	902011	SORBA-SPRAY
Registration Number:	1314139	SUPER-K
Registration Number:	1016220	LEFFINGWELL SINCE 1900 L
Registration Number:	658193	NUTRA-PHOS
Registration Number:	613750	VITA TONE
Registration Number:	888111	LEFFINGWELL
Registration Number:	1040811	ZBK

CORRESPONDENCE DATA

Fax Number: (415)788-2019
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

OP \$265.00 2335329

Phone: (415) 788-0900
Email: acheng@steefel.com
Correspondent Name: Marv Pearlstein, Esq.
Address Line 1: One Embarcadero Center, 30th Floor
Address Line 2: c/o Steefel, Levitt & Weiss
Address Line 4: San Francisco, CALIFORNIA 94111

NAME OF SUBMITTER:	Adria Cheng
Signature:	/Adria Cheng/
Date:	02/15/2005

Total Attachments: 2
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source=Trademark Release (Pace)#page2.tif

PARTIAL RELEASE OF SECURITY INTEREST IN TRADEMARK

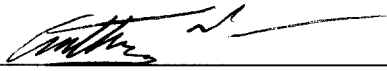
CITICORP USA, INC., a Delaware corporation (“Conveying Party”), as the secured party under that certain Amended and Restated Loan and Security Agreement dated as of June 20, 2002 by and between Conveying Party and Pace International, LLC (as amended from time to time, the “Security Agreement”), hereby releases, without warranty, its security interest in (i) that certain trademark described as “NUTRA-PHOS” (Words Only) under Trademark Registration No. 2335329, (ii) that certain trademark described as “Solu-Spray” (Words Only) under Trademark Registration No. 2294390, (iii) that certain trademark described as “ZKP” (Words Only) under Trademark Registration No. 1040810, (iv) that certain trademark described as “Sorba-Spray” (Stylized Letters) under Trademark Registration No. 902011, (v) that certain trademark described as “Super-K” (Words Only) under Trademark Registration No. 1314139, (vi) that certain trademark described as “Leffingwell Since 1900 L” (Words and Design) under Trademark Registration No. 1016220, (vii) that certain trademark described as “Nutra-Phos” (Block Letters) under Trademark Registration No. 658193, (viii) that certain trademark described as “Vita-Tone” (Stylized Letters) under Trademark Registration No. 613750, (ix) that certain trademark described as “ZBK” (Words Only) under Trademark Registration No. 1040811, and (x) that certain trademark described as “Leffingwell” (Words Only) under Trademark Registration No. 888,111 (collectively, the “Trademarks”), to the party or parties legally entitled thereto.

THIS IS A PARTIAL RELEASE, AND NO OTHER SECURITY INTERESTS CREATED BY THE SECURITY AGREEMENT ON ANY OTHER PROPERTY BUT THE TRADEMARKS DESCRIBED ABOVE SHALL BE RELEASED. THIS PARTIAL RELEASE SHALL NOT IMPAIR, REDUCE OR OTHERWISE EFFECT ANY SUCH INDEBTEDNESS SECURED THEREBY OR ANY LIENS OR SECURITY INTERESTS SECURING THE SAME, OTHER THAN THE TRADEMARKS RELEASED HEREBY.

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IN WITNESS WHEREOF, the undersigned has executed this Partial Release as of this 14th day of February, 2005

CITICORP USA, INC., a Delaware corporation

By:  _____

Title: **ANTHONY P. VALVO**
Vice President
PBG-US/SLR
CCC/20th Floor
212-559-4313