

02-02-2005

Form PTO-1594  
(Rev. 03/01)  
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U.S. DEPARTMENT OF COMMERCE  
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

FREEDOM SCIENTIFIC BLV GROUP, LLC

- Individual(s)
- General Partnership
- Corporation-State
- Other Delaware Limited Liability Company
- Association
- Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Assignment for Security
- Merger
- Change of Name

Execution Date: December 21, 2004

2. Name and address of receiving party(ies)

Name: AMSOUTH BANK, AS AGENT

Internal

Address: c/o AmSouth Capital Corp.

Street Address: 599 Lexington Avenue

City: New York State: NY Zip: 10022

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other Banking Institution

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 No.(s)

B. Trademark Registration No.(s) 1,606,168

Additional number(s) attached  Yes  No

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

Name: Lauren Bernstein, Esq.

Internal Address: Kaye Scholer LLP

Street Address: 425 Park Avenue

City: New York State: NY Zip: 10022

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40

- Enclosed
- Authorized to be charged 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.

Joyce Francis

Name of Person Signing

Joyce Francis

Signature

12/28/04

Date

Total number of pages including cover sheet, attachments, and document: 5

02/01/2005 DBYRNE 00000203 1606168

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Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patent & Trademarks, Box Assignments  
Washington, D.C. 20231

Doc # 30997153.PDF

TRADEMARK  
REEL: 003112 FRAME: 0554

12/29/04

2004

ASSIGNMENT FOR SECURITY

(TRADEMARKS)

WHEREAS, FREEDOM SCIENTIFIC BLV GROUP, LLC (herein referred to as "Assignor") has adopted, used and is using the trademarks listed on the annexed Schedule 1, which trademarks are registered in the United States Patent and Trademark Office or an application for registration has been filed therefor (the "Trademarks");

WHEREAS, Assignor, one or more affiliates thereof, certain financial institutions party thereto (the "Lenders"), AmSouth Bank as agent for the Lenders (in such capacity, together with any successor agent, "Assignee"), AmSouth Capital Corp., as administrative agent, and the guarantors named therein are parties to the Loan and Security Agreement dated as of the date hereof, and Assignee and the Lenders are desirous of having a security interest in favor of Assignee on the Trademarks in order to secure the payment of certain obligations of Assignor now or hereafter owing to Assignee and the Lenders;

WHEREAS, Assignor has entered into a Security Agreement - Trademarks, Patents and Copyrights dated the date hereof (as it may be amended, supplemented, or otherwise modified from time to time, the "Agreement") with Assignee and one or more affiliates of Assignor; and

WHEREAS, pursuant to the Agreement, Assignor has assigned to Assignee and granted to Assignee a security interest in, all right, title and interest of Assignor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby assign as collateral security for the Secured Obligations unto Assignee and grant to Assignee a security interest in the Trademarks to secure the prompt payment, performance and observance of the Secured Obligations.

Assignor does hereby further acknowledge and affirm that the rights and remedies of Assignee with respect to the assignment of, and security interest in, the Trademarks made and granted hereby are more fully set forth in the Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

Assignee's address is an office at c/o AmSouth Capital Corp., 599 Lexington Avenue, New York, New York 10022.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, Assignor has caused this Assignment For Security to be duly executed by its officer thereunto duly authorized as of the 21 day of December, 2004.

FREEDOM SCIENTIFIC BLV GROUP, LLC,  
a Delaware limited liability company

By: \_\_\_\_\_

Name:

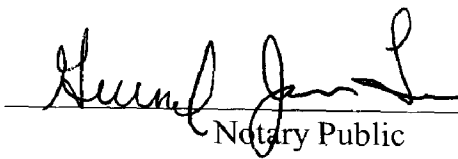
Title:

*Roy Pafaleo*  
*Roy Pafaleo*  
*Secretary*

STATE OF New York

COUNTY OF New York : ss.:

On this 21 day of December, 2004, before me personally appeared Roy Ratalco to me known, who, being by me duly sworn, did depose and say that he/she resides at 11800 31st Court North, St. Petersburg, FL and that he/she is the Secretary of the Assignor; and that he/she signed his/her name thereto in his/her capacity as an authorized officer of said limited liability company pursuant to such authority.

  
\_\_\_\_\_  
Notary Public

**GURNEL JEAN-LOUIS**  
Notary Public, State of New York  
No. 01JE8016979  
Qualified in Queens County  
Commission Expires Nov. 30, 2008

SCHEDULE 1 TO ASSIGNMENT FOR SECURITY (TRADEMARKS)

FREEDOM SCIENTIFIC BLV GROUP, LLC

REGISTERED TRADEMARKS

<u>Trademark</u>	<u>Application Date</u>	<u>Application No.</u>	<u>Registration Date</u>	<u>Registration No.</u>
JAWS	06/23/88	73-735,908	07/17/90	1,606,168