

08-04-2000

FORM PTO-1619A
Expires 06/30/99
OMB 0651-0027



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

101423324
PATENTS ONLY

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
 Merger

Security Agreement
 Change of Name
 Other

U.S. Government
 (For Use ONLY by U.S. Government Agencies)

Departmental File Secret File

Conveying Party(ies) Mark if additional names of conveying parties attached

Name (line 1)
 Name (line 2)

Execution Date
 Month Day Year

Second Party

Name (line 1)
 Name (line 2)

Execution Date
 Month Day Year

Receiving Party Mark if additional names of receiving parties attached

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.)

Name (line 1)
 Name (line 2)
 Address (line 1)
 Address (line 2)

Address (line 3)
 City State/Country Zip Code

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)

08/07/2000 MTHA11 00000062 D83495

FOR OFFICE USE ONLY

01 FC:581 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

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. #

Application Number(s) or Patent Number(s) Mark if additional numbers attached
Enter either the Patent Application Number or the Patent Number (DO NOT ENTER BOTH numbers for the same property).

Patent Application Number(s)

Patent Number(s)

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If this document is being filed together with a new Patent Application, enter the date the patent application was signed by the first named executing inventor. Month Day Year

Patent Cooperation Treaty (PCT)

Enter PCT application number only if a U.S. Application Number has not been assigned. PCT PCT PCT
PCT PCT PCT

Number of Properties Enter the total number of properties involved. #

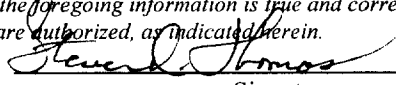
Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

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.

Steven D. Thomas
Name of Person Signing


Signature

July 11, 2000
Date Signed

**RECORDATION FORM COVER SHEET
 CONTINUATION
 PATENTS ONLY**

Conveying Party(ies) **Mark if additional names of conveying parties attached**
 Enter Additional Conveying Party

Name (line 1)	<input type="text"/>	Execution Date Month Day Year	<input type="text"/>
Name (line 2)	<input type="text"/>	Execution Date Month Day Year	<input type="text"/>
Name (line 1)	<input type="text"/>	Execution Date Month Day Year	<input type="text"/>
Name (line 2)	<input type="text"/>	Execution Date Month Day Year	<input type="text"/>
Name (line 1)	<input type="text"/>	Execution Date Month Day Year	<input type="text"/>
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Receiving Party(ies) **Mark if additional names of receiving parties attached**
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Name (line 1)	<input type="text"/>		
Name (line 2)	<input type="text"/>		
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Address (line 2)	<input type="text"/>		
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	City	State/Country	Zip Code
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Address (line 2)	<input type="text"/>		
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Application Number(s) or Patent Number(s) **Mark if additional numbers attached**
 Enter either the Patent Application Number or the Patent Number (DO NOT ENTER BOTH numbers for the same property).

Patent Application Number(s)			Patent Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	5,927,788	5,788,309	5,685,467
<input type="text"/>	<input type="text"/>	<input type="text"/>	5,927,787	5,769,479	5,673,956
<input type="text"/>	<input type="text"/>	<input type="text"/>	5,904,390	5,755,481	5,620,715
<input type="text"/>	<input type="text"/>	<input type="text"/>	5,893,599	D391,545	5,372,397
<input type="text"/>	<input type="text"/>	<input type="text"/>	D400,159	5,720,507	5,322,335

**RECORDATION FORM COVER SHEET
CONTINUATION
PATENTS ONLY**

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Enter Additional Conveying Party

Name	Execution Date
Name (line 1) <input type="text"/>	Month Day Year <input type="text"/>
Name (line 2) <input type="text"/>	Execution Date Month Day Year <input type="text"/>
Name (line 1) <input type="text"/>	<input type="text"/>
Name (line 2) <input type="text"/>	Execution Date Month Day Year <input type="text"/>
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Name (line 2) <input type="text"/>	<input type="text"/>

Receiving Party(ies) **Mark if additional names of receiving parties attached**
Enter Additional Receiving Party

Name (line 1) <input type="text"/>	<input type="checkbox"/> 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.)		
Name (line 2) <input type="text"/>			
Address (line 1) <input type="text"/>	<input type="checkbox"/> 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.)		
Address (line 2) <input type="text"/>			
Address (line 3) <input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
	City	State/Country	Zip Code
Name (line 1) <input type="text"/>	<input type="checkbox"/> 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.)		
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Address (line 2) <input type="text"/>			
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Patent Application Number(s)			Patent Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	D341,563	6,042,169	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	5,221,119	4,750,776	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	5,184,866	5,540,475	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	4,948,311	5,460,423	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	6,022,061	5,275,458	<input type="text"/>

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
PATENTS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of April ~~28~~, 2000 (as the same may be amended, modified, extended or restated from time to time the "Security Agreement") by and among the Obligor party thereto (each an "Obligor" and collectively, the "Obligors") and First Union National Bank, as Administrative Agent (the "Administrative Agent") for the lenders referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the patents and patent applications shown below to the Administrative Agent for the ratable benefit of the Lenders:

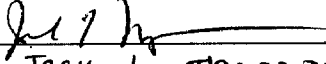
PATENTS

<u>Patent No.</u>	Description of Patent <u>Item</u>	Date of <u>Patent</u>
	<u>Patent Applications</u>	
<u>Patent Applications No.</u>	Description of Patent <u>Applied For</u>	Date of Patent <u>Applications</u>

The Obligors and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing patents and patent applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any patent or patent application.

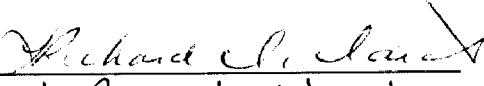
Very truly yours,

PENDA CORP.

By: 
Name: JACK L. THOMPSON
Title: PRESIDENT & CEO

Acknowledged and Accepted:

FIRST UNION NATIONAL BANK,
as Administrative Agent

By: 
Name: L. RICHARD DIDONATO
Title: VICE PRESIDENT

Penda Corporation
P.O. Box 449, 2344 West Wisconsin Ave.
Portage, Wisconsin 53901-044

U.S. Patents

Issued Patents

Description	Patent No.	Issued
NON-INVASIVE FASTENER FOR A TRUCK BED LINER	4,850,633	7/25/89
TIE DOWN FITTING	4,762,449	8/9/88
TRUCK CARGO BED LINER WITH ANTI-SLIP SURFACE	4,693,507	9/15/87
TRUCK CARGO BED LINER	4,592,583	6/3/86
PROTECTIVE TRUCK LINER RETAINER	4,575,146	3/11/86
TRUCK BED BAY	D419,951	2/1/00
BEDLINER WITH DEPTH VARIANT RIBS FOR LOAD PLACEMENT	6,017,075	1/25/00
LINER FOR A TRUCK BED HAVING A FIFTH WHEEL MOUNT	5,992,915	11/30/99
CARGO BED UTILITY BOX	5,967,392	10/19/99
STATIC DISSIPATING PLASTIC TRUCK CARGO BED LINER	5,927,788	7/27/99
BEDLINER WITH LOAD RESTRAINT POCKETS	5,927,787	7/27/99
BEDLINER WITH POCKETS FOR LOAD RESTRAINT	5,904,390	5/18/99
NO-DRILL FASTENER FOR TRUCK UTILITY BOX	5,893,599	4/13/99
TRUCK CARGO BED UTILITY BOX	D400,159	10/27/98
BEDLINER WITH SNAP-IN LOAD RESTRAINING MEMBER	5,788,309	8/4/98
BEDLINER WITH STIFFENING INWARD FLANGE	5,769,479	6/23/98
BED LINER WITH FOLDABLE SIDE WALLS	5,755,481	5/26/98
PICK-UP TRUCK TAILGATE LINER	D391,545	3/3/98
BED LINER WITH SIDE WALL LOAD RESTRAINING AND SUPPORT STRUCTURE	5,720,507	2/24/98
CARGO BED UTILITY BOX	5,685,467	11/11/97
BEDLINER WITH FLOOR HOLE ENGAGEMENT	5,673,956	10/7/97
THERMOFORMING MACHINE WITH CONTROLLED COOLING STATION	5,620,715	4/15/97
SELF-POSITIONING TAILGATE COVER	5,372,397	12/13/94
AUTOMOTIVE FLOOR LINER	5,322,335	6/21/94
AUTOMOTIVE WINDSHIELD VISOR	D341,563	11/23/93
SNAP-ON THERMOFORMED TRUCK BED LINER	5,221,119	6/22/93
MOTOR VEHICLE WINDSHIELD VISOR	5,184,866	2/9/93
TIE DOWN FITTING	4,948,311	8/14/90
BEDLINER WITH LOAD RESTRAINING WALL STRUCTURE	6,022,061	2/8/00
NESTING BEDLINER WITH RELIEVED FRONT WALL	6,042,169	3/28/00
BED LINER AND MOUNTING DEVICE	4,750,776	6/14/88
TONNEAU COVER ASSEMBLY CLAMPING ASSEMBLY	5,540,475	7/30/96
TONNEAU COVER ASSEMBLY AND CROSS-BOW CLIP	5,460,423	10/24/95
TONNEAU COVER ASSEMBLY	5,275,458	1/4/94

Pending Applications

Description	Appl. Serial No.	App. Date
	D83,495	5/22/98
	D144,663	9/1/98
	09/343,063	6/29/99
	08/942338	10/1/97
	09/322,616	5/28/99