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TO: The Commissioner of Patents and

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Conveyance Type

Assignment  
 License  
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 Security Agreement  
 Change of Name  
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Enter PCT application number only if a U.S. Application Number has not been assigned.

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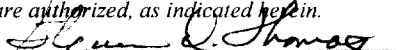
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**Statement and Signature**

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 5, 2001

Date Signed

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 26, 2000 (as the same may be amended, modified, extended or restated from time to time the "Security Agreement") by and among the Obligors 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:

**Issued USA Patents**

Description	Patent No.	Issued
VEHICLE BED COVER	4,909,561	3/20/90
TRUCK BEDLINER LOCKING DEVICE	5,364,150	11/15/94
BEDLINER RETAINER	5,782,520	7/21/98

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 CORPORATION

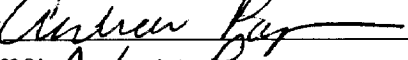
By: 

Name: Samir Mostkoff

Title: Vice President

Acknowledged and Accepted:

FIRST UNION NATIONAL BANK,  
as Administrative Agent

By:   
Name: Andrew Payne  
Title: V.P.