

12-08-2003

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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

OMB No. 0651-0027 (exp. 5/31/2002)

Tab settings

102589987

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

1. Name of conveying party(ies): General Cable Technologies Corporation

2. Name and address of receiving party(ies) Name: Merrill Lynch Capital, a division of Internal Address: Merrill Lynch Business Financial Services, as Collateral Agent

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

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other

Street Address: 222 N. LaSalle Street

City: Chicago State: IL Zip: 60601

Execution Date: November 24, 2003

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s):

If this document is being filed together with a new application, the execution date of the application is:

A. Patent Application No.(s) See attached schedule 1

B. Patent No.(s) See attached schedule 1

Additional numbers attached? Yes No

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

Name: Elizabeth J. Burns Internal Address: LATHAM & WATKINS

6. Total number of applications and patents involved: 33

7. Total fee (37 CFR 3.41).....\$ 1,320.00

Enclosed Authorized to be charged to deposit account

12/01/2003 STON11 00000030 4667381

1320.00 OP

01 FC:8021

Street Address: Sears Tower, Suite 5800 233 South Wacker Drive

City: Chicago State: IL Zip: 60606

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.

Elizabeth J. Burns

Name of Person Signing

Signature

12/02/03

Date

Total number of pages including cover sheet, attachments, and documents: 1

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents & Trademarks, Box Assignments Washington, D.C. 20231

12/08/2003 STON11 00000031 4667381

01 FC:8023

120.00 OP

PATENT REEL: 014178 FRAME: 0121

12-5-03

SCHEDULE I TO
PATENT SECURITY AGREEMENT

Issued Patents:

<u>OWNER</u>	<u>PATENT NUMBER</u>	<u>PATENT DATE</u>	<u>COUNTRY</u>	<u>DESCRIPTION</u>
GCTC	4667381	05/26/1987	US	Flat multiple pair cable stripping attaching apparatus
GCTC	4677418	05/26/1987	US	Ignition cable
GCTC	4743209	05/10/1988	US	Compartmentalized splice case
GCTC	4806425	02/21/1989	US	Insulated electrical products and process of forming such products
GCTC	4826457	05/02/1989	US	Clamp for battery booster cable
GCTC	5369559	11/29/1994	US	Trouble light assembly
GCTC	5556697	09/17/1996	US	Semiconductor power cable shield
GCTC	5679192	10/21/1997	US	Process for the manufacture of electrical cables
GCTC	5767441	06/16/1998	US	Paired electrical cable having improved transmission properties and method for making same
GCTC	5810135	09/22/1998	US	Plug and switch assembly
GCTC	5889117	03/30/1999	US	Polymeric compositions for power cables
GCTC	6013202	01/11/2000	US	Compositions of matter and electrical cables
GCTC	6253930	07/03/2001	US	Dispensing carton assembly
GCTC	6254924	07/03/2001	US	Paired electrical cable having improved transmission properties and method for making same
GCTC	6274066	08/14/2001	US	Low adhesion semi-conductive electrical shields

<u>OWNER</u>	<u>PATENT NUMBER</u>	<u>PATENT DATE</u>	<u>COUNTRY</u>	<u>DESCRIPTION</u>
GCTC	6291772	09/18/2001	US	High performance power cable shield
GCTC	6294256	09/25/2001	US	Compositions and electrical cables
GCTC	6402993	06/11/2002	US	Low adhesion semi-conductive electrical shields
GCTC	6491849	12/10/2002	US	High performance cable shield
GCTC	6592791	07/15/2003	US	Compositions and electrical cables
GCTC	D363462	10/24/1995	US	Pair of electrical plug blades
GCTC	D434725	12/5/2002	US	Football shaped cordset

SCHEDULE 11(a)

PATENT APPLICATIONS

Pending Applications:

GCTC	09/923,436	08/08/2001	US	Self-healing cables
GCTC	10/016,514	12/017/2001	US	Improved carbon black and semiconductive compositions
GCTC	10/067,849	02/08/2002	US	Method for evening tension in a twisted pair electrical cable
GCTC	10/094,805	03/12/2002	US	Methods of making compositions containing thermoplastic and curable polymers
GCTC	10/162,067	06/05/2002	US	High performance power cable shield and method of making
GCTC	10/197,531	07/18/2002	US	Locking electrical receptacle
GCTC	10/256,165	09/27/2002	US	Self-healing cables
GCTC	10/324,127	12/20/2002	US	Flat tape cable separator
GCTC	10/370,488	02/24/2003	US	Insulation compositions containing metallocene polymers
GCTC	10/425,675	04/30/2003	US	Improved strippable cable shield compositions
GCTC	10/635,581	08/07/2003	US	Self-healing cables

PATENT SECURITY AGREEMENT

PATENT SECURITY AGREEMENT, dated as of November 24, 2003, by General Cable Technologies Corporation, a Delaware corporation ("Grantor"), in favor of Merrill Lynch Capital, a division of Merrill Lynch Business Financial Services, Inc., in its capacity as Collateral Agent for the Secured Parties. All capitalized terms used but not otherwise defined herein have the meanings given to them the Security Agreement.

WITNESSETH:

WHEREAS, pursuant to that certain Credit Agreement dated as of the date hereof (including all annexes, exhibits or schedules thereto, and as from time to time amended, restated, supplemented, or otherwise modified, the "Credit Agreement") by and among General Cable Industries, Inc., a Delaware corporation (the "Borrower"), the Persons named therein as Guarantors, the Persons signatory thereto from time to time as Lenders, UBS Securities LLC, as a Joint Lead Arranger, Merrill Lynch Capital, a division of Merrill Lynch Business Financial Services, Inc., as a Joint Lead Arranger, Syndication Agent and Collateral Agent (the "Collateral Agent"), General Electric Capital Corporation, Fleet Capital Corporation, GMAC Commercial Finance LLC, each as a co-Documentation Agent, UBS Loan Finance LLC, as Swingline Lender, and UBS, AG, Stamford Branch, as Issuing Bank and Administrative Agent (the "Administrative Agent"), Lenders have agreed to make the Loans and the Issuing Bank has agreed to issue Letters of Credit for the benefit of Borrower and guaranteed by Grantor;

WHEREAS, the Administrative Agent, the Collateral Agent and Lenders are willing to make the Loans and the Issuing Bank is willing to issue Letters of Credit as provided for in the Credit Agreement, but only upon the condition, among others, that Grantor shall have executed and delivered to Collateral Agent, for the benefit of the Secured Parties, that certain Security Agreement dated as of the date herewith (including all annexes, exhibits or schedules thereto, as from time to time amended, restated, supplemented or otherwise modified, the "Security Agreement");

WHEREAS, pursuant to the Security Agreement, Grantor authorized the Collateral Agent to file filings with the United States Patent and Trademark Office or United States Copyright Office (or any successor office) or other documents for the purpose of perfecting, confirming, continuing, enforcing or protecting the security interest granted by Grantor thereunder, without the signature of Grantor, naming Grantor, as debtor, and the Collateral Agent, as secured party;

NOW, THEREFORE, in consideration of the premises and mutual covenants herein contained and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Grantor hereby agrees as follows:

1 GRANT OF SECURITY INTEREST IN PATENT COLLATERAL.

Grantor hereby grants to Collateral Agent, on behalf of the Secured Parties, a continuing first priority security interest in all of Grantor's right, title and interest in, to and under the following, whether presently existing or hereafter created or acquired (collectively, the "Patent Collateral"),

except to the extent such a security interest is prohibited without the consent of third party or would otherwise result in loss by any Loan Party of any material rights therein:


- (a) all of its Patents to which it is a party including those referred to on Schedule I hereto;
- (b) all reissues, continuations or extensions of the foregoing; and
- (c) all products and proceeds of the foregoing, including, without limitation, any claim by Grantor against third parties for past, present or future infringement or dilution of any Patent.

2 SECURITY AGREEMENT. The security interests granted pursuant to this Patent Security Agreement are granted in conjunction with the security interests granted to Collateral Agent, on behalf of the Secured Parties, pursuant to the Security Agreement. Grantor hereby acknowledges and affirms that the rights and remedies of Collateral Agent with respect to the security interest in the Patent Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

[signature page follows]

IN WITNESS WHEREOF, Grantor has caused this Patent Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

GENERAL CABLE TECHNOLOGIES
CORPORATION

By: 
Name: Robert J. Siverds
Title: Executive Vice President

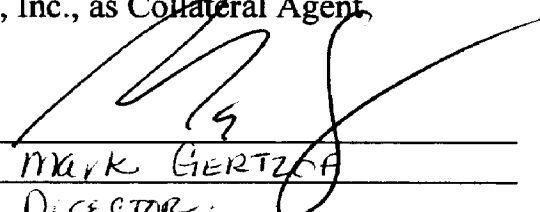
[Signature Page to Patent Security Agreement]

S-1

PATENT
REEL: 014178 FRAME: 0127

ACCEPTED AND ACKNOWLEDGED BY:

MERRILL LYNCH CAPITAL, a division
of Merrill Lynch Business Financial
Services, Inc., as Collateral Agent,

By: 
Name: MARK GERTZO
Title: DIRECTOR

[Signature Page to Patent Security Agreement]

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TO
PATENT SECURITY AGREEMENT
PATENT REGISTRATIONS**

SEE ATTACHED SCHEDULE

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