

4/10/00

05-02-2000

Form PTO-1594
1-31-92

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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patents

101343747

original documents or copy thereof.

1. Name of conveying party(ies):

Rexair, Inc.

- Individuals
- General Partnership -
- Corporation-State: Delaware
- Other
- Association
- Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Security Interest
- Other
- Merger
- Change of Name

Execution Date: March 24, 2000

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

A. Trademark Application No.(s)

Additional numbers attached? Yes No

2. Name and address of receiving party(ies):

Name: Bank of America, N.A.

Internal Address:

Street Address: 101 North Tryon Street

City: Charlotte State: North Carolina ZIP: 28255

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-
- Other Collateral Agent

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

Trademark Registration No.(s)\

Please see attached Schedule A

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

Name: Brian Jaenicke - Legal Assistant

Internal Address: White & Case LLP

Street Address: 1155 Avenue of the Americas

City: New York State: NY ZIP: 10036

6. Total number of applications and registration involved

32

7. Total fee (37 CFR 3.41): \$ 815.00

- Enclosed
- Authorized to be charged to deposit account, in case of deficiency

8. Deposit account number:

(23-1705 in case of deficiency)

(Attach duplicate copy of this page if paying by deposit account)

04/28/2000 DNGUYEN 00000211 2317087

01 FC:481 40.00 DP

02 FC:482 775.00 DP

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.

Brian T. Jaenicke

Name of Person Signing

Signature

4/10/2000

Date

Total number of pages comprising cover sheet:

1

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

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

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

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

SCHEDULE OF MARKS

<u>Marks</u>	<u>Registration No./Application</u>	<u>Date</u>
R Stylized	2,317,087	2-8-00
SPOT MATE	75/666,401	3-23-99
R Stylized	75/788,787	8-20-99
E Stylized	75/418,799	1-9-98
E SERIES	75/391,526	11-11-97
R Stylized	2,298,752	12-7-99
E and design	75/374,513	10-6-97
E SERIES and Design	75/374,507	10-6-97
STAR SUMMIT	75/374,499	10-10-97
R and Design	2,130,763	1-20-98
RAINBOW	2,124,034	12-23-97
Design only	2,133,614	2-3-98
Design only	2,127,952	1-13-98
Design only	2,136,437	2-17-98
RAINBOWMATE Stylized	1,897,430	6-6-95
Design only	2,108,080	10-28-97
Design only	2,143,799	3-17-98
Design only	2,110,206	11-4-97
Design only	1,873,695	1-17-95
Design only	1,877,341	2-7-95
RAINBOW and Design	1,914,623	8-29-95
Design only	1,872,461	1-10-95
Design only	1,873,523	1-17-95
RAINBOW MATE	1,782,060	7-13-93
RAINBOW		
PACESETTERS and Design	1,548,577	7-18-89
Design Only	1,476,692	2-16-88
R and Design	1,448,262	7-21-87
Design Only	1,436,270	4-14-87
Design Only	1,436,269	4-14-87
AQUAMATE Stylized	1,218,263	11-30-82
RAINBOW	993,728	9-24-74
REXAIR Stylized	610,593	8-16-55

**GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Rexair, Inc., a Delaware Corporation (the "Grantor") with principal offices at 3221 Big Beaver, Suite 200, Troy, MI 48084, hereby assigns and grants to Bank of America, N.A., as Collateral Agent, with principal offices at 101 North Tryon Street, Charlotte, North Carolina 28255 (the "Grantee"), a security interest in (i) all of the Grantor's right, title and interest in and to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in the Security Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of March 24, 2000 (as amended from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Grantee shall execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Marks acquired under this Grant.


This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

* * *

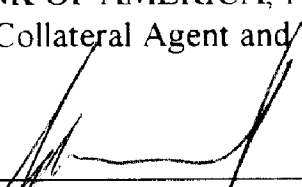
IN WITNESS WHEREOF, the undersigned have executed this Grant as of the

24th day of March, 2000.

REXAIR, INC., Grantor

By 
Name: Peter F. Beilly
Title: Vice President

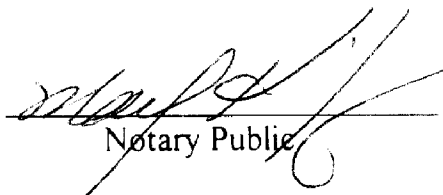
BANK OF AMERICA, N.A.,
as Collateral Agent and Grantee

By 
Name: Steve A. Bronowitz
Title: Managing Director

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 24th day of March, 2000, before me personally came Peter F.

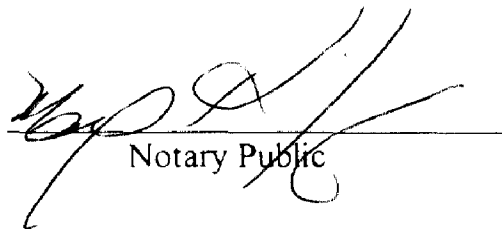
Rerthy who, being by me duly sworn, did state as follows: that ~~[s]~~he is
Vice President of Rexair, Inc., that ~~[s]~~he is authorized to execute the foregoing Grant on behalf
of said Corporation and that ~~[s]~~he did so by authority of the Board of Directors of said
Corporation.


Notary Public

MAY KAREN YIP
Notary Public, State of New York
No. 01Y16309063
Qualified in New York County
Commission Expires June 22, 2000

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 21st day of March, 2000, before me personally came Steve
A. Aronowitz who, being by me duly sworn, did state as follows: that [x]he is
Managing Director of Bank of America, N.A., that [s]he is authorized to execute the
foregoing Grant on behalf of said corporation and that [s]he did so by authority of the Board of
Directors of said corporation.


Notary Public

MAY KAREN YIP
Notary Public, State of New York
No. 01Y16009063
Qualified In New York County
Commission Expires June 22, 2000