

01-29-2003



Form PTO-1594  
1-31-92

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

102351210

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

1. Name of conveying party(ies): 1-24-03  
Clarkson Industries, Inc.

Individuals  Association  
 General Partnership  Limited Partnership

Corporation - New York  
 Other

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

2. Name and address of receiving party(ies):  
Name: Deutsche Bank Trust Company Americas

Internal Address:  
Street Address: 31 West 52nd Street  
City: New York State: New York Zip Code: 10019

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

RECEIVED  
 FINANCE SECTION  
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 RECORDS

3. Nature of conveyance:

Assignment  Merger  
 Security Interest  Change of Name  
 Other

Execution Date: November 25, 2002

4. Application number(s) or registration number(s):  
A. Trademark Application No.(s)  
75/329994

Additional numbers attached?  Yes  No

Trademark Registration No.(s)

|         |         |         |
|---------|---------|---------|
| 2212450 | 367531  | 2189159 |
| 676012  | 2180613 | 2203723 |
| 2208481 | 2217075 |         |

5. Name and address of party to whom correspondence concerning document should be mailed:  
Name: Helen Bruno, Senior Legal Assistant  
Internal Address: White & Case LLP

Street Address: 1155 Avenue of the Americas  
City: New York State: New York ZIP: 10036

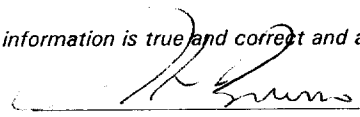
6. Total number of applications and registrations involved: 9

7. Total fee (37 CFR 3.41): ..... \$ 240.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
23-1705 (in case of deficiency)  
 (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.*

Helen Bruno  January 24, 2003  
 Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 7

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.

01/28/2003 LWBELLER 00000045 75329994

01 FC:8521 40.00 UP  
 02 FC:8522 200.00 UP

GRANT OF SECURITY INTEREST  
IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, the receipt and sufficiency of which are hereby acknowledged, Clarkson Industries, Inc. (the "Grantor"), with principal offices at 380 Mountain Group Street, Bridgeport, Connecticut 06605, hereby assigns and grants to Deutsche Bank Trust Company Americas, as Collateral Agent, with principal offices at 31 West 52<sup>nd</sup> Street, New York, New York 10019 (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 November 25, 2002 (as amended, modified, restated and/or supplemented from time to time, the "Security Agreement"). At the request and expense of the Grantor upon or after 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.

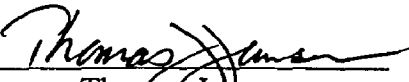
[Remainder of this page intentionally left blank; signature page follows.]

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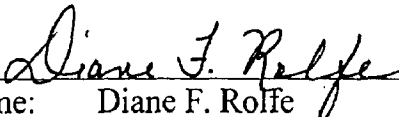
IN WITNESS WHEREOF, the undersigned have executed this Grant as of the

25<sup>th</sup> day of November, 2002.

CLARKSON INDUSTRIES, INC., Grantor

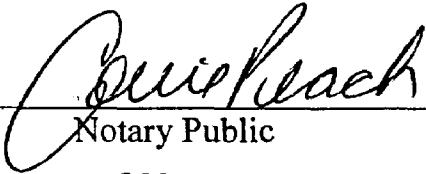
By:   
Name: Thomas Jansen  
Title: Vice President and Chief Financial  
Officer

DEUTSCHE BANK TRUST COMPANY  
AMERICAS, as Collateral Agent and Grantee

By:   
Name: Diane F. Rolfe  
Title: Vice President

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

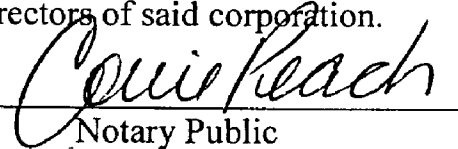
On this 25<sup>th</sup> day of November, 2002, before me personally came Thomas Jansen who, being by me duly sworn, did state as follows: that he is Vice President and Chief Financial Officer of Clarkson Industries, Inc., that he is authorized to execute the foregoing Grant on behalf of Clarkson Industries, Inc. and that he did so by authority of the Board of Directors of Clarkson Industries, Inc.

  
Notary Public

CORRIE PEACH  
Notary Public, State Of New York  
No. 01PE6063594  
Qualified In Bronx County  
Commission Expires Sept. 4, 20 05

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

On this 25<sup>th</sup> day of November, 2002, before me personally came Diane F. Rolfe who, being by me duly sworn, did state as follows: that she is Vice President of Deutsche Bank Trust Company Americas, that she is authorized to execute the foregoing Grant on behalf of said corporation and that she did so by authority of the Board of Directors of said corporation.

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

CORRIE PEACH  
Notary Public, State Of New York  
No. 01PE6063594  
Qualified In Bronx County  
Commission Expires Sept. 4, 20 05

TRADEMARKS

Clarkson Industries, Inc./Highfield Manufacturing Co.

| <u>Cur App Dt</u>  | <u>Curr App No</u> | <u>Curr Reg D</u> | <u>Curr Reg No</u> | <u>Renewal</u> | <u>Expires</u> |
|--|--------------------|-------------------|--------------------|----------------|----------------|
| 12JE1997   | 75/307861          | 22DE1998          | 2212450            | 22DE2008       | 22DE2008       |
| Class & Type: NA 11 IN 11  |                    |                   |                    |                |                |
| Mark: FIROMATIC  |                    |                   |                    |                |                |
| Goods:Fuel oil filters for home furnaces, industrial furnaces, and                         |                    |                   |                    |                |                |
| 17SE1958   | 72/059048          | 24MR1959          | 676012             | 24MR2009       | 24MR2009       |
| Class & Type: NA 7 IN 7  |                    |                   |                    |                |                |
| Mark: FIROMATIC  |                    |                   |                    |                |                |
| Goods:Fuel oil filters.  |                    |                   |                    |                |                |
| 24JL1997   | 75/329676          | 08DE1998          | 2208481            | 08DE2008       | 08DE2008       |
| Class & Type: NA 11 IN 11  |                    |                   |                    |                |                |
| Mark: FIROMATIC and Flames device  |                    |                   |                    |                |                |
| Goods:Fuel oil filters for home furnaces, industrial furnaces, and                         |                    |                   |                    |                |                |
| 28JA1937   | 71/388275          | 23MY1939          | 367531             | 23MY2009       | 23MY2009       |
| Class & Type: NA 9 IN 9  |                    |                   |                    |                |                |
| Mark: FIROMATIC (stylised)   |                    |                   |                    |                |                |
| Goods:Fuel control valves.   |                    |                   |                    |                |                |
| 24JL1997   | 75/329993          | 11AU1998          | 2180613            | 11AU2008       | 11AU2008       |
| Class & Type: NA 9 IN 9  |                    |                   |                    |                |                |
| Mark: FIROMATIC  |                    |                   |                    |                |                |
| Goods:Electrical thermal switches, in Class 9.   |                    |                   |                    |                |                |
| 24JL1997   | 75/329675          | 12JA1999          | 2217075            | 12JA2009       | 12JA2009       |
| Class & Type: NA 6 NA 8 NA 11  |                    |                   |                    |                |                |
| Mark: HIGHFIELD  |                    |                   |                    |                |                |
| Goods:Metal ring assemblies consisting of meter rings, lock                                |                    |                   |                    |                |                |
| 24JL1997   | 75/329994          |                   |                    |                |                |
| Class & Type: NA 9 IN 9  |                    |                   |                    |                |                |
| Mark: HIGHFIELD  |                    |                   |                    |                |                |
| Goods:Electrical thermal switches, in Class 9.   |                    |                   |                    |                |                |
| 12JE1997   | 75/307638          | 15SE1998          | 2189159            | 15SE2008       | 15SE2008       |
| Class & Type: NA 6 IN 6  |                    |                   |                    |                |                |
| Mark: REVPRO   |                    |                   |                    |                |                |
| Goods:Barrel locks, padlocks, meter guards, cabinet guards, strap                          |                    |                   |                    |                |                |
| 12JUN1997  | 75/307682          | 17NOV1998         | 2203723            |                |                |
| Class & Type: IN 6   |                    |                   |                    |                |                |
| Mark: ECON-O-LOCK  |                    |                   |                    |                |                |
| Goods: Metal ring assemblies consisting of meter rings, lock housings, studs, back-up bars |                    |                   |                    |                |                |