

10-16-1998

U.S. Department of Commerce
Patent and Trademark Office



1/ER SHEET
NLY

100851361

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

MFD 10-13-98

1. Name of conveying party(ies):

West American Rubber Co., Inc.

- Individual(s) Association
- General Partnership Limited Partnership
- Corporation (CALIFORNIA)
- Other _____

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

2. Name and Address of receiving party(ies)

Name: Canadian Imperial Bank of Commerce

Address: 425 Lexington Avenue, 7th Floor
New York, NY 10017

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other _____

Execution Date: June 19, 1998

Individual(s) citizenship _____

Association Canadian Banking Association

General Partnership _____

Limited Partnership _____

Corporation (State - _____)

Other _____

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

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

A. Trademark Application No.(s)
75/422474 (WARCO America's Choice....)
75/422473 (WARCO)

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Hayley M. Smith
Legal Assistant
Kirkland & Ellis
153 East 53rd Street
New York, NY 10022-4675

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41)..... \$ 65.00

Enclosed

Any deficiency is authorized to be charged to
Deposit Account No. 111090

8. Deposit Account No.

(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.

Hayley M. Smith
Name of Person Signing

Hayley M Smith
Signature

9/7/98
Date

Total number of pages including cover sheet, attachments, and document: 3

10/15/1998 TTON11 00000256 75422474

COMMISSIONER OF PATENTS AND TRADEMARKS
BOX ASSIGNMENT
WASHINGTON D.C. 20231

01 FC:481
02 FC:482

40.00 OP
25.00 OP

TRADEMARK
REEL: 1799 FRAME: 0915

MEMORANDUM OF SECURITY INTEREST IN TRADEMARKS

United States Department of Commerce

Commissioner of Patents and Trademarks

Box Assignments

Washington, D.C. 20231

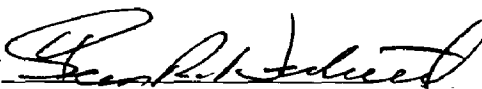
Ladies and Gentlemen:

Pursuant to a Security Agreement, dated as of June 19, 1998 (as amended, supplemented or otherwise modified from time to time, the "Security Agreement"), West American Rubber Co., Inc., a California corporation (the "Assignor"), has granted to Canadian Imperial Bank of Commerce, as agent for certain lenders, as Assignee (the "Assignee") a continuing security interest in, and a continuing lien upon, the Trademarks (as such term is defined in the Security Agreement) including the trademarks listed on the annexed Exhibit A, and all applications, registrations, renewals and proceeds (including accounts receivable and royalties) thereof (the "Trademarks"), together with the goodwill of the business connected with the use of and symbolized by the Trademarks. The Assignee's security interest in the Trademarks can only be terminated in accordance with the terms of the Security Agreement.

Dated: June 19, 1998


Very truly yours,

WEST AMERICAN RUBBER CO., INC.

By 
Name: Steven Henstreet
Title: President

ACKNOWLEDGED BY:

Canadian Imperial Bank of Commerce,
as Assignee

By 
Name: William S. Kestel, Jr.
Title: Exec Director

TRADEMARKS

<u>SERIAL NO. OR REGISTRATION NO.</u>	<u>COUNTY</u>	<u>ISSUE OR FILE DATE</u>	<u>MARK</u>
None			

TRADEMARK LICENSES

<u>SERIAL NO. OR REGISTRATION NO.</u>	<u>OWNER</u>	<u>COUNTY</u>	<u>ISSUE OR FILE DATE</u>	<u>MARK</u>
None				

TRADEMARK APPLICATIONS

<u>SERIAL NUMBER</u>	<u>FILING DATE</u>	<u>MARK</u>
75/422474	01/23/1998	WARCO America's Choice for Quality Rubber
75/422473	01/23/1998	WARCO