

3-8-99

RECORDATION FORM COVER SHEET

03-16-1999

Tab settings

To the Honorable Commissioner of Patents



Send original documents or copy thereof.

1. Name of conveying party(ies):

MANCO PRODUCTS, INC.

100985532

Name of receiving party(ies)

Name: IBJ SCHRODER BANK & TRUST COMPANY

Internal Address:

Street Address: One State Street

City: New York State: NY ZIP: 10004

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State New York Banking Corp.
- 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

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other MEMORANDUM OF SECURITY INTEREST IN TRADEMARKS
- Merger
- Change of Name

Execution Date: October 2, 1996

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,326,828

Additional numbers attached? Yes No

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

Name: CADWALADER, WICKERSHAM & TAFT

Internal Address: RAYNARD D. HOOD

LEGAL ASSISTANT

SUITE 2400

Street Address: 227 WEST TRADE STREET

City: CHARLOTTE State: NC ZIP: 28202

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account

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.

LORI POTTS

Name of Person Signing

Lori Potts

Signature

3/3/99

Date

Total number of pages including cover sheet, attachments, and document: 4

03/10/1999 JUNE 15 00:00:03 3356A2 01 FC-481

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 September 30, 1996 (as amended, supplemented or otherwise modified from time to time, the "Security Agreement"), MANCO PRODUCTS, INC., a Delaware corporation (the "Assignor"), has granted to IBJ SCHRODER BANK & TRUST COMPANY, 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: October 2, 1996

Very truly yours,

MANCO PRODUCTS, INC.

By Near A. Kages
Name: NEAR A. KAGES
Title: VICE President

ACKNOWLEDGED BY:

IBJ SCHRODER BANK & TRUST COMPANY, as agent,
as Assignee

By [Signature]
Name:
Title:

STATE OF New York)
) ss.:
COUNTY OF New York)

On this 1st day of October, 1996, before me personally appeared Neal Kayes, the Vice President of Mance Products, Inc., to me personally known to be the person described in and who executed the foregoing instrument, and acknowledged that he executed the same as the free act and deed of Mance Products, Inc. individually and as an officer of said corporation and is the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at my office in New York the day and year last above written

Frank S. Caiazzo
Notary Public

Printed Name: FRANK S. CAIAZZO

Notary Public, State of New York
No. 43-4777178

Qualified in Richmond County
Certificate filed in New York County
Commission Expires March 30, 1998

TRADEMARKS

<u>Serial No. or Registration No.</u>	<u>Issue or File Date (Renewal Date, if Applicable)</u>	<u>Mark</u>
Registration No. 1,326,828	March 26, 1985	<u>Dingo</u>

TRADEMARK LICENSES

<u>Serial No. or Registration No.</u>	<u>Owner</u>	<u>Issue or File Date (Renewal Date, If Applicable)</u>	<u>Mark</u>
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[NONE]

TRADEMARK APPLICATIONS

<u>Serial Number</u>	<u>Filing Date</u>	<u>Mark</u>
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[NONE]