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To the Honorable Commissioner of

101034999

attached original documents or copy thereof.

1. Name of conveying party(ies):
CONTAINMENT SOLUTIONS, INC. (SUCCESSOR
BY MERGER TO HOOVER CONTAINMENT, INC.)

MRP 5-3-99

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

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

3. Nature of conveyance:

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

Execution Date: January 12, 1999

2. Name and address of receiving party(ies)

Name: CANADIAN IMPERIAL BANK OF COMMERCE, as Administrative Agent

Internal Address: _____

Street Address: 425 LEXINGTON AVENUE

City: NEW YORK State: NY ZIP: 10017

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____
- Other New York Banking Association

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 patent number(s):

A. Trademark Application No.(s)

SEE ATTACHED

B. Trademark Registration No.(s)

SEE ATTACHED

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

05/12/1999 DNGUYEN 00000103 1600022

6. Total number of applications and registrations involved: 7

7. Total fee (37 CFR 3.41).....\$ 190.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

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

01 FC:481 40.00 DP
02 FC:482 150.00 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.

LORI POTTS
Name of Person Signing

Lori Potts
Signature

4/26/99
Date

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

TRADEMARKS

<u>Serial No. or Registration No.</u>	<u>Issue or File Date (Renewal Date, if Applicable)</u>	<u>Mark</u>
1,608,822	8/7/90	Ultra Tank (TM)
1,630,608	1/8/91	Wasteevac (TM)
1,648,306	6/18/91	Hazcheck (SM)
1,897,951	6/6/95	Fibervault (TM)
1,945,556	1/2/96	Lube Cube & Design (TM)

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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TRADEMARK APPLICATIONS

<u>Serial Number</u>	<u>Filing Date</u>	<u>Mark</u>
75/257,668	3/14/97	Hoover Vault Tank
75/503,430	6/16/98	Fuelmaster

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 January 12, 1999 (as amended, supplemented or otherwise modified from time to time, the "Security Agreement"), CONTAINMENT SOLUTIONS, INC. (SUCCESSOR BY MERGER TO HOOVER CONTAINMENT, INC.), a Delaware corporation (the "Assignor"), has granted to CANADIAN IMPERIAL BANK OF COMMERCE, as administrative 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 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: January 12, 1999

Very truly yours,

CONTAINMENT SOLUTIONS, INC.

By Janice C. McCormick
Name:
Title:

ACKNOWLEDGED BY:

CANADIAN IMPERIAL BANK OF COMMERCE
as Assignee

By Michael P. Owen
Name: Michael P. Owen
Title: As Agent