

07-18-2000



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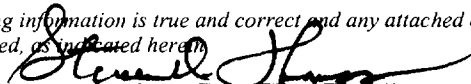
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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Amended and Restated Security Agreement dated as of April 28, 2000 (the "Security Agreement") by and among the Grantors party thereto (each a "Grantor" and collectively, the "Grantors") and Bank of America, N.A., as Collateral Agent (the "Collateral Agent") for the Lenders referenced therein (the "Lenders"), the undersigned Grantor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Collateral Agent for the ratable benefit of the Lenders:

TRADEMARK APPLICATIONS

| Trademark Application Number | Description of Trademark Applied For | Date of Trademark Application |
|---------------------------------|---|----------------------------------|
| 75-682,237 | CPI CONCRETE PRODUCTS | 04/12/1999 |
| 75-682,236 | CPI Stylized Letters | 04/12/1999 |

The Grantor and the Collateral Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

CPI CONCRETE PRODUCTS INCORPORATED,
a Tennessee corporation

By: 

Name: Michael R. Azarela

Title: Executive Vice President

Acknowledged and Accepted:

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

By: _____

Name: _____

Title: _____

The Grantor and the Collateral Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

CPI CONCRETE PRODUCTS INCORPORATED,
a Tennessee corporation

By: _____
Name: Michael R. Azarela
Title: Executive Vice President

Acknowledged and Accepted:

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

By: Monica Brandes
Name: Monica Brandes
Title: Senior Vice President