

12-07-2000



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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

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Conveyance Type

Assignment License

Security Nunc Pro Tunc Assignment

Merger

Change of Name

Other

Effective Date
Month Day Year
08/31/00

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

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Name

DBA/AKA/TA

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12/06/2000 MTHAI1 00000385 1812194

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01 FC:481 40.00 OR
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Correspondent Name and Address

Area Code and Telephone Number

Name

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Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached
 Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,812,194"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,811,863"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,811,862"/>	<input type="text"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)

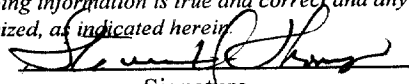
Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Steven D. Thomas
Name of Person Signing


Signature

November 20, 2000
Date Signed

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Canadian Security Agreement dated as of August 31, 2000 (the "Canadian Security Agreement") by and among the Grantors party thereto (each an "Grantor" and collectively, the "Grantors") and Bank of America, N.A., as Collateral Agent (the "Collateral Agent") for the holders of the Secured Obligations referenced therein, 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 holders of the Secured Obligations:

TRADEMARKS

See attached schedule.

TRADEMARK APPLICATIONS

See attached schedule.

The Grantors and the Collateral Agent, on behalf of the holders of the Secured Obligations, 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 Canadian Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

ASTENJOHNSON, INC.,
a Canadian corporation

By: Anthony Dardurail
Name:
Title: CEO

Acknowledged and Accepted:

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

By: Henry Blackford III
Name: Henry J. Blackford III
Title: Senior Vice President

**AstenJohnson, Inc.
(Canada Corporation)**

U.S. Trademarks

Registered Marks

POLYSHEEN	1,812,194	12/21/93
TRIVAC	1,811,863	12/21/93
DUOVAC	1,811,862	12/21/93