

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)
Tab settings

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):
VICTOR EQUIPMENT COMPANY

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

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

2. Name and address of receiving party(ies)
Name: DEUTSCHE BANK TRUST COMPANY
Internal
Address: AMERICAS (in its capacity as Collateral Agent)
Street Address: 280 Park Avenue
City: NEW YORK State: NY Zip: 10017

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

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: May 23, 2003

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
See Attached List

B. Trademark Registration No.(s)
See Attached List

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Christine F. Benton
Internal Address: Clifford Chance US LLP

Street Address: 200 Park Avenue

City: New York State: NY Zip: 10166


6. Total number of applications and registrations involved: 41

7. Total fee (37 CFR 3.41).....\$ 1,040
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
18-1843
(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.

Christine F. Benton  6/4/03
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 7

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

**U.S. FEDERAL TRADEMARKS IN THE NAME OF
VICTOR EQUIPMENT COMPANY**

Mark	Reg. No.	App. No.
CONTRACTOR PLUS	2403293	
CUTMASTER	692021	
(Design only)	1309710	
(Design only)	1394663	
(Design only)	1396488	
(Swirl design)	1414725	
(Design only)	1429036	
DUBBL-STAGE	624449	78-104151
EXTREME		
FIREPOWER	1328067	
FLAMEBUSTER	1732576	
GASFAX	2320570	
JOURNEYMAN	1078304	
MECÓ (Stylized)	221149	
MEDALIST	1882724	
METALCRAFT	1633054	
METALCRAFT (Stylized)	1925253	76-413922
METALPOWER		
O2N DEMAND (Stylized)	2240388	
PERFORMER	1092715	
POWER WITH A PURPOSE	2224052	
PRO LINE	1917159	76-383213
PROMASTER		
PRO-TIP	2122833	
SLIMLITE	2434602	
SOF-FLAME	1392154	
SUPER-RANGE	1077305	
TOTE-L-PACK	1538954	
TRIPL-FLINT	650081	
TRIPL-FLINT-LOK	745463	
TURBO-LITE	1407409	
TURBOSKILL	2457844	
TURBOTORCH	876047	
TURBOTORCH	1410139	
TURBOTOTE (Stylized)	1250971	
VANGUARD	2076053	
VANGUARD (and Design)	2016286	
VANGUARD (and Design)	2072326	
VICTOR	896882	
VICTOR (Stylized)	220890	
WELDMASTER	338737	

TRADEMARK SECURITY AGREEMENT

TRADEMARK SECURITY AGREEMENT, dated as of May 23, 2003, by VICTOR EQUIPMENT COMPANY, a Delaware corporation (the "Grantor"), in favor of DEUTSCHE BANK TRUST COMPANY AMERICAS, in its capacity as Collateral Agent, for the benefit of itself and the New Term Lenders (the "Agreement").

WHEREAS, the Grantor (1) has adopted, used and is using, or (2) has intended to use and filed an application indicating that intention, but has not yet filed an allegation of use under Section 1(c) or 1(d) of the Trademark Act, or (3) has filed an application based on an intention to use and has since used and has filed an allegation of use under Section 1(c) or 1(d) of the Trademark Act, the trademarks, trade names, trade styles and service marks listed on the annexed Schedule I-A, which trademarks, trade names, trade styles and service marks are registered in the United States Patent and Trademark Office (the "PTO") (collectively, the "Trademarks"); and

WHEREAS, pursuant to the Credit Agreement, the Grantor has entered into that certain Security Agreement, dated as of May 23, 2003 (as the same may be amended, amended and restated, supplemented or otherwise modified, renewed or replaced from time to time, the "Security Agreement", the terms defined therein and not otherwise defined herein being used herein as therein defined) in favor of the Collateral Agent, for the benefit of itself and the New Term Lenders; and

WHEREAS, pursuant to the Security Agreement, the Grantor has granted to Collateral Agent, for the benefit of itself and the New Term Lenders, a security interest in all right, title and interest of the Grantor in and to the Trademarks, together with all prints and labels on which said Trademarks have appeared or appear, designs and general intangibles of like nature, now existing or hereafter adopted or acquired, and the goodwill of the business symbolized by the Trademarks and the applications, registrations and recordings in the PTO or in any similar office or agency of the United States of America, any State thereof, or any other country or any political subdivision thereof, all whether now or hereafter owned or licensable by the Grantor, and all reissues, extensions or renewals thereof, all Trademark Licenses and all proceeds of all of the foregoing, including, without limitation, any claims by the Grantor against third parties for infringement thereof (the "Collateral"), to secure the payment and performance of the Obligations.

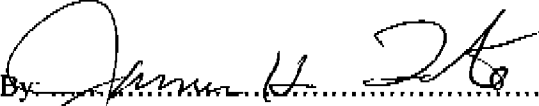
NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Grantor does hereby further confirm, and put on the public record, its grant to the Collateral Agent, for the benefit of itself and the New Term Lenders, of a security interest in and mortgage on the Collateral to secure the prompt payment and performance of the Obligations.

The Grantor does hereby further acknowledge and affirm that the rights and remedies of Collateral Agent, for the benefit of itself and the New Term Lenders, with respect to the grant of, security interest in and mortgage on the Collateral made hereby are more fully set forth in the Security Agreement; the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

The Collateral Agent's address is Deutsche Bank Trust Company Americas Corporate Trust & Agency Services - MS NYC03-0912, 280 Park Avenue, New York, NY 10017.

IN WITNESS WHEREOF, the parties hereto duly executed or caused this Supplement to the Security Agreement to be duly executed as of [1/1] the date first written above

VICTOR EQUIPMENT COMPANY

By: 
Name: **James H. Tate**
Title: **Senior Vice President**

**DEUTSCHE BANK TRUST COMPANY
AMERICAS**

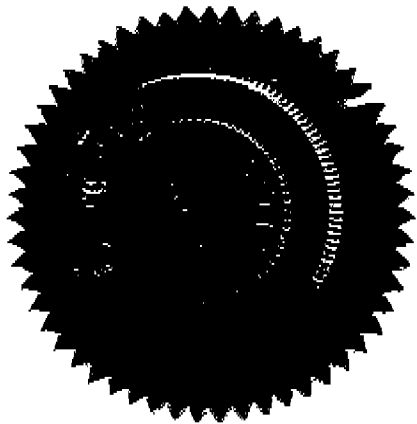
By: 
Name: **RICHARD L. BUCKWALTER**
Title: **VICE PRESIDENT**

STATE OF New York)
) ss.:

COUNTY OF New York

On this 22nd day of May, 2003, before me personally appeared James H. Tate, to me known, who, being by me duly sworn, did depose and say that he/she resides at 17605 Lasiantra Dr., Chesterfield, MO 63005 and that he/she is Senior Vice President of the Grantor; that he/she knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was affixed pursuant to authority of the Board of Directors of said corporation and that he/she signed his/her name thereto in his/her capacity as an authorized officer of said corporation pursuant to such authority.

Patricia Peterson
Notary Public
PATRICIA PETERSON
Notary Public, State of New York
No. 01PE4978514
Qualified in New York County
Commission Expires March 4, 2007



CERTIFICATE OF MAILING

BRIEF: Security Agreement

CONVEYING PARTY: Victor Equipment Company

RECEIVING PARTY Deutsche Bank Trust Company
Americas

I hereby certify that the attached Recordation Form Cover Sheet is being deposited with the Commissioner of Patent & Trademarks, **BOX ASSIGNMENTS**, Washington, D.C. 20231 via Fax No. (703) 306-5995 on June 5, 2003.

Dated: June 5, 2003



CLIFFORD CHANCE**CLIFFORD CHANCE US LLP**200 PARK AVENUE
NEW YORK NEW YORK 10166 0153

TEL +1 212 878 8000

FAX +1 212 878 8375

www.cliffordchance.com

FAX

TO	Assignment Division	COMPANY	PTO
RECIPIENT FAX	(703) 306-5995	RECIPIENT PHONE	

FROM	Christine Benton	DATE	June 5, 2003
SENDER PHONE	(212) 878- 8053	PAGES (W/ COVER)	9
SENDER FAX	(212) 878-8375		
SENDER E-MAIL	christine.benton@cliffordchance.com		

MESSAGE

CONVEYING PARTY: Victor Equipment Company

RECEIVING PARTY: Deutsche Bank Trust Company Americas

NYA 611563.1

TRADEMARK
REEL: 002664 FRAME: 0913

**C L I F F O R D
C H A N C E****CLIFFORD CHANCE US LLP**200 PARK AVENUE
NEW YORK NY 10168 0153

TEL +1 212 878 8000

FAX +1 212 878 8375

www.cliffordchance.com

Christine F. Benton
Trademark ParalegalDIRECT TELEPHONE 212 878-8053
DIRECT FACSIMILE 212 878-8375
christine.benton@cliffordchance.com

June 5, 2003

VIA FAX
(703) 306-5995Commissioner of Patents & Trademarks
Assignment Division
Washington, DC 20231Re: Security Agreement for
Victor Equipment Company/
Deutsche Bank Trust Company Americas
(Our Ref: 6840/8)

Dear Sir:

Enclosed please find a Recordation Form Cover Sheet with respect to the above-referenced recordation.

We believe that we have calculated the fee correctly on the Recordation Form Cover Sheet. However, should this amount prove deficient, please deduct any additional charges from our Deposit Account No. 18-1843.

Please contact the undersigned if you have any questions.

Very truly yours,

Christine F. Benton
Trademark Paralegal/dcr
enclosure

NYA 611563.1

TRADEMARK
REEL: 002664 FRAME: 0914

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)

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Christine F. Benton

Name of Person Signing

Christine F. Benton
Signature

6/4/03

Date

Total number of pages including cover sheet, attachments, and document: 7

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231