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To the Honorable Commissioner of Patents

original documents or copy thereof.

Name of conveying party(ies): ARION Sub, Inc.

ARION Sub, Inc.

FINANCE SECTION

Individual(s)

Association

General Partnership

Limited Partnership

Corporation-State Del

Other

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

Nature of conveyance:

Assignment

Merger

Security Agreement

Change of Name

Other

Execution Date: January 23, 2003

2. Name and address of receiving party(ies)

Name: Deutsche Bank Trust Company Americas, as agent

Internal Address: 5th Floor

Street Address: 90 Hudson St.

City: Jersey City State: NJ ZIP: 07302

Individual(s) citizenship

Association

General Partnership

Limited Partnership

Corporation-State

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) & addresses attached? Yes No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,327,892

Additional numbers attached? Yes No

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

Name: Laura Konrath

Internal Address: Winston & Strawn

33rd Floor

Street Address: 35 West Wacker Drive

City: Chicago State: IL ZIP: 60601

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:

N/A

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

DO NOT USE THIS SPACE

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.

Laura Konrath

Name of Person Signing

Laura Konrath
Signature

Date

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

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments

TRADEMARK

REEL: 002674 FRAME: 0818

**GRANT OF SECURITY INTEREST IN
UNITED STATES TRADEMARKS AND PATENTS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Arion Sub, Inc., a Delaware corporation (the "Grantor") with principal offices at 2707 Toledo Avenue, Lorain, Ohio 44055, hereby grants to Deutsche Bank Trust Company Americas, as Collateral Agent, with principal offices at 90 Hudson Street, 5th Floor, Jersey City, New Jersey 07302 (the "Grantee"), a security interest in (i) all of the Grantor's right, title and interest in and to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all of the Grantor's right, title and interest in and to the United States patents (the "Patents") set forth on Schedule B attached hereto, in each case together with (iii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks and Patents, (iv) the goodwill of the businesses symbolized by the Marks and (v) all causes of action arising prior to or after the date hereof for infringement of any of the Marks and Patents or unfair competition regarding the same.

THIS GRANT is made to secure the full and prompt performance and payment of all the Obligations of the Grantor, as such term is defined in the Security Agreement between the Grantor, the other assignors party thereto and the Grantee, dated as of January 23, 2003 (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Grantee shall, upon such satisfaction, execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in and re-assigning the Marks and Patents acquired under this Grant.

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are without prejudice to, and are in addition to those set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned have executed this Grant of Security Interest as of the date first written above.

ARION SUB, INC.,
as Grantor

By Ronald L. Blake

Name: Ronald L. Blake

Title: Vice President

DEUTSCHE BANK TRUST COMPANY AMERICAS,
as Grantee

By _____

Name: _____

Title: _____

IN WITNESS WHEREOF, the undersigned have executed this Grant of Security Interest as of the date first written above.

ARION SUB, INC.,
as Grantor

By _____

Name: _____

Title: _____

DEUTSCHE BANK TRUST COMPANY AMERICAS,
as Grantee

By _____

Name: _____ Steven Cohen
Director

Title: _____

STATE OF Illinois)
) ss.:
COUNTY OF Lake)

On this 23rd day of January, 2003 before me personally came

Ronald L. Blake, who being duly sworn, did depose and say that he is Vice President
of Arion Sub, Inc., that he is authorized to execute the foregoing Grant of Security Interest on
behalf of said corporation and that he did so by authority of the Board of Directors of said
Corporation.

Jean M. Seymour-Kauss
Notary Public

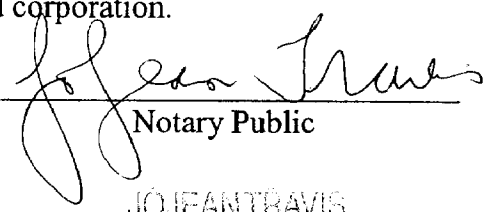


Signature Page to Grant of Security Interest in United States
Trademarks and Patents (Arion Sub, Inc.)

TRADEMARK
REEL: 002674 FRAME: 0823

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

On this 17th day of JANUARY 2003 before me personally came STEVEN CONEN who, being by me duly sworn, did state as follows: that s/he is DIRECTOR of Deutsche Bank Trust Company Americas, that s/he is authorized to execute the foregoing Grant of Security Interest on behalf of said corporation and that s/he did so by authority of the Board of Directors of said corporation.



Notary Public

JOJEAN TRAVIS
Registration No. 01TR5013241
New York County
July 15, 2003

ARION SUB, INC.
REGISTERED TRADEMARKS

Trademark Name	Registration Number	Registration Date
Arion	2,327,892	03/14/00

ARION SUB, INC.
U.S. PATENTS

None.