

03-20-2003



Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

102394563

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): Gear Products, Inc. 11.4.02 1111 North 161st East Avenue Tulsa, OK 74116-4098

2. Name and address of receiving party(ies) Name: Bank of America, N.A., as Administrative Agent Internal Address: Street Address: 101 North Tryon Street City: Charlotte State: NC Zip: 28255

3. Nature of conveyance: [ ] Assignment [ ] Merger [ ] Security Agreement [ ] Change of Name [x] Other Notice of Grant of Security Interest Execution Date: August 19, 1999

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 2,353,146

Additional number(s) attached [ ] Yes [x] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Steven D. Thomas Internal Address: Moore & Van Allen, PLLC Street Address: 2200 West Main Street Suite 800 City: Durham State: NC Zip: 27705

6. Total number of applications and registrations involved: 01 7. Total fee (37 CFR 3.41): \$ 40.00 [x] Enclosed [x] Authorized to be charged to deposit account 8. Deposit account number: 50-2316

DO NOT USE THIS SPACE

9. Signature. Steven D. Thomas 40.00 DP Name of Person Signing

Signature of Steven D. Thomas

November 4, 2002 Date

Total number of pages including cover sheet, attachments, and document: 04

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

OFFICE OF PUBLIC RECORDS 2002 NOV -11 AM 10:27 FINANCE SECTION

11/07/2002 DBYRNE 00000232 2353146 01 FC:8521

TRADEMARK REEL: 002695 FRAME: 0066

NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Non-Shared Guarantee and Collateral Agreement dated as of August 19, 1999 (as the same may be amended, modified, extended or restated from time to time, the "Security Agreement") by and among the grantors thereto (each a "Grantor" and, collectively, the "Grantors") and Bank of America, N.A., as administrative agent (the "Administrative Agent") for the lenders referenced therein (the "Lenders"), the undersigned Grantor has granted a continuing security interest in and continuing lien upon, the trademarks shown below to the Administrative Agent for the benefit of the Lenders:

TRADEMARKS

<u>Trademark No.</u>	<u>Description of Trademark</u>	<u>Date of Trademark</u>
----------------------	---------------------------------	--------------------------

See Exhibit A attached hereto.

The Grantors and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks (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.

Very truly yours,

**GEAR PRODUCTS, INC.**

By: Richard H. Jones, III  
Name: Richard H. Jones, III  
Title: Vice President

Acknowledged and Accepted:

**BANK OF AMERICA, N.A.,**  
As Administrative Agent

By: Julie A. Smith  
Name: Julie A. Smith  
Title: SVP

**Exhibit A**

**Gear Products, Inc.**

**U.S. Trademark**

**Registered Mark**

<b>Mark</b>	<b>Registration No.</b>	<b>Registration Date</b>
DESIGN ONLY	2353146	5/30/00

  
**LEAGRECHANDLER  
& MILLARD LLP**  
ATTORNEYS AT LAW  
*Solutions for Business Success™*

WRITER'S DIRECT DIAL NUMBER  
317.808.3161  
ADorman@LCMLaw.com

March 13, 2003

**US MAIL**

BOX ASSIGNMENTS  
Commissioner of Patents  
and Trademarks  
Washington, D.C. 20231

Greetings:

Enclosed please find the following original documents, which were inadvertently mailed to our office:

1. Recordation Form Cover Sheet;
2. Notice of Grant of Security Interest in Trademarks; and
3. Letter dated November 4, 2002 from Moore & Van Allen PLLC.

Sincerely,



Angela D. Dorman  
Paralegal

:ad  
Enclosures  
157350.1

RECORDED  
MAR 18 AM 10:48  
FINANCE SECTION