

09-25-2003

9-25-03

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

REC T



102559057

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): Deutsche Bank Trust Company Americas 60 Wall Street New York, New York 10005

2. Name and address of receiving party(ies) Name: Milacron, Inc. Internal Address: Street Address: 2090 Florence Avenue City: Cincinnati State: OH Zip: 45206

3. Nature of conveyance: [X] Other Release/Termination Execution Date: 09/12/2003

4. Application number(s) or registration number(s): A. Trademark Application No.(s) N/A B. Trademark Registration No.(s) See Attached Exhibit B.

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Ms. Penelope Agadoa Internal Address: Federal Research Corporation Street Address: 1030 Fifteenth Street NW City: Washington State: DC Zip: 20005

6. Total number of applications and registrations involved: 28 7. Total fee (37 CFR 3.41): \$ 715.00 8. Deposit account number:

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. Elizabeth Steiner Signature Date 9/24/03

09/26/2003 GTON11 00000027 74056390 01 FC:8521 40.00 DP 02 FC:8522 675.00 DP

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

TRADEMARK REEL: 002831 FRAME: 0001

Exhibit B
United States Trademarks

Country	Mark	Status	Appl. No.	File Date	Reg. No.	Reg. Date	Class	Owner
United States of America	ACCULEAD	Registered	74056390	5/7/90	1652898	8/6/91	7	FTC
	AMERICUT	Registered	73679375	8/19/87	1498316	8/2/88	7	FTC
	AMERICUT (AND DESIGN)	Registered	73679376	8/19/87	1503590	9/13/88	7	FTC
	CREST-KUT	Registered	72169672	5/24/63	792889	7/20/65	7	FTC
	CROMCLAD	Registered	72218019	5/4/65	802642	1/25/66	7	FTC
	CROMFLO	Registered	74234166	12/30/91	1746788	1/19/93	7	FTC
	FAST-LOK	Registered	73293451	1/19/81	1245013	7/12/83		FTC
	FASTCUT	Registered	73827906	9/27/89	1808802	12/7/93	7	FTC
	M-T	Registered	71495085	1/19/46	428108	3/11/47		FTC
	MEGA CHIP	Registered	74272702	5/5/92	1751007	2/9/93		FTC
	MODEL 200	Registered	73118695	3/11/77	1132901	4/8/77		FTC
	MODEL 200	Registered	73590791	3/31/86	1441785	6/9/87		FTC
	N-MILL	Registered	72460033	6/12/73	998166	11/12/74	7	FTC
	PLASTAPS	Registered	74336770	12/4/92	1831071	4/19/94	23	FTC
	PWM/MEGA CHIP	Registered	72408192	11/19/71	937548	7/11/72	23,7	FTC
	RUFF-N-CUTT	Registered	72127645	9/11/61	733068	6/19/62	7	FTC
	RUFF-N-MILL	Registered	72403171	9/20/71	942735	9/12/72	7	FTC
	RUFF-N-TOUCH	Registered	73436447	7/28/83	1291881	8/28/84	7	FTC
	RUFF-N-TUFF	Registered	74308044	8/27/92	1761041	3/30/93	7	FTC
	SKI-CARB	Registered	74010474	12/13/89	1620844	11/6/90	7	FTC
	SKI-KUT	Registered	72136312	1/22/62	741245	11/27/62	7	FTC
	TRISHEAR	Registered	72383247	2/8/71	933920	5/16/72	7	FTC
	TU-LIP	Registered	71590844	1/13/50	538261	2/20/51	7	FTC
	ULTRA-KUT	Registered	72323872	4/17/69	896437	8/11/70	7	FTC
	UNI LEAD	Registered	73835135	10/31/89	1631314	1/15/91	7	FTC
	WELDON	Registered	71611051	3/8/51	591115	6/15/54	7	FTC
	WELDON (Pentagon Border)	Registered	73023503	6/6/74	1017305	8/5/75	7	FTC
	WELDON (with border)	Registered	Unknown	11/10/66	839097	11/21/67	7	FTC

[[NYCORP:2312280v1]]

Additional Receiving Parties
1238-085, L. Kelly

1

CIMCOOL INDUSTRIAL PRODUCTS INC.
2090 Florence Avenue
Cincinnati, Ohio 45206-2425

MILACRON PLASTICS TECHNOLOGIES GROUP INC.
2090 Florence Avenue
Cincinnati, Ohio 45206-2425

MILACRON CAPITAL HOLDINGS B.V.
2090 Florence Avenue
Cincinnati, Ohio 45206-2425

MILACRON INDUSTRIAL PRODUCTS, INC.
2090 Florence Avenue
Cincinnati, Ohio 45206-2425

UNILOY MILACRON INC.
2090 Florence Avenue
Cincinnati, Ohio 45206-2425

MILACRON MARKETING COMPANY
2090 Florence Avenue
Cincinnati, Ohio 45206-2425

VALENITE INC.
2090 Florence Avenue
Cincinnati, Ohio 45206-2425

VALENITE U.S.A. INC.
2090 Florence Avenue
Cincinnati, Ohio 45206-2425

D-M-E COMPANY
2090 Florence Avenue
Cincinnati, Ohio 45206-2425

D-M-E MANUFACTURING INC.
2090 Florence Avenue
Cincinnati, Ohio 45206-2425

D-M-E U.S.A. INC.
2090 Florence Avenue
Cincinnati, Ohio 45206-2425

UNILOY MILACRON U.S.A. INC.
2090 Florence Avenue
Cincinnati, Ohio 45206-2425

OAK INTERNATIONAL INC.
2090 Florence Avenue
Cincinnati, Ohio 45206-2425

TALBOT HOLDINGS, LTD.
2090 Florence Avenue
Cincinnati, Ohio 45206-2425

AUTOJECTORS, INC.
2090 Florence Avenue
Cincinnati, Ohio 45206-2425

FASTCUT TOOL CORPORATION
2090 Florence Avenue
Cincinnati, Ohio 45206-2425

NORTHERN SUPPLY COMPANY, INC.
2090 Florence Avenue
Cincinnati, Ohio 45206-2425

VALENITE MANUFACTURING INC.
2090 Florence Avenue
Cincinnati, Ohio 45206-2425

MILACRON INTERNATIONAL MARKETING COMPANY
2090 Florence Avenue
Cincinnati, Ohio 45206-2425

NICKERSON MACHINERY CHICAGO, INC.
2090 Florence Avenue
Cincinnati, Ohio 45206-2425

PLIERS INTERNATIONAL, INC.
2090 Florence Avenue
Cincinnati, Ohio 45206-2425

AKRON EXTRUDERS, INC.
2090 Florence Avenue
Cincinnati, Ohio 45206-2425

TALBOT HOLDINGS, LLC
2090 Florence Avenue
Cincinnati, Ohio 45206-2425

PARTIAL RELEASE OF COLLATERAL

Reference is made to the following agreements: (1) the Amended and Restated Revolving Credit Agreement dated as of November 30, 1998 (as amended and supplemented through the date hereof, the "Credit Agreement"), among Milacron Inc. ("Milacron"), Milacron Kunststoffmaschinen Europa GmbH, Milacron B.V., the lender institutions from time to time party thereto (the "Lenders"), Deutsche Bank Trust Company Americas (formerly known as Bankers Trust Company), a New York banking corporation ("DBTCA"), as administrative agent for the Lenders ("Agent"), and PNC Bank, as documentation agent for the Lenders, (2) the Security Agreement dated as of October 25, 2001 (as amended or supplemented through the date hereof, the "2001 Security Agreement"), by Milacron and each designated subsidiary from time to time party thereto in favor of DBTCA, as administrative agent, (3) the Security Agreement dated as of June 17, 2002 (as amended or supplemented through the date hereof, the "2002 Security Agreement" and, together with the 2001 Security Agreement, the "Security Agreements"), by Milacron in favor of DBTCA, as administrative agent, (4) the Open-End Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing by Talbot Holdings, Ltd., as mortgagor, to DBTCA, as mortgagee, dated as of November 9, 2001 (as amended or supplemented through the date hereof, the "Mortgage"), relating to premises in Dauphin County, Pennsylvania and (5) the Asset Sale and Purchase Agreement dated as of September 12, 2003 (the "APA"), among Talbot Holdings, L.L.C. ("Talbot"), Fastcut Tool Corporation ("Fastcut" and, together with Talbot, the "Sellers"), Milacron, Harpoint Holdings, Inc. ("Harpoint"), as purchaser, and Harpoint, Inc.

In accordance with the provisions of Section 9.6 of the 2001 Security Agreement, Section 16 of the 2002 Security Agreement and Section 14.8 of the Mortgage, the Agent, on behalf of itself and the other Secured Parties (as defined in each of the Security Agreements), hereby (a) unconditionally releases and terminates all security interests and other liens granted to the Agent pursuant to the Security Agreements in and to the assets identified in the APA, including the schedules attached thereto, as "Acquired Assets", which comprise the business of manufacturing and selling milling, tapping and other round tools located in Millersburg, Pennsylvania and Pittsfield, Massachusetts, (b) authorizes the filing by Milacron, Talbot or Fastcut of Uniform Commercial Code amendments, containing the language attached hereto as Exhibit A, to effectuate the release of the Acquired Assets, (c) authorizes the filing by Milacron, Talbot or Fastcut of Trademark, Patent and Copyright Releases, to effectuate the release of the Acquired Assets, including the trademarks, patents and copyrights referenced in Exhibit B attached hereto and (d) authorizes the filing by Milacron, Talbot or Fastcut of the Mortgage Release attached hereto as Exhibit C. All other security interests and liens granted to the Agent pursuant to the Security Agreements that are not expressly released and terminated in accordance herewith shall be unaffected by this Partial Release of Collateral and shall remain in full force and effect. The release contained herein shall be without recourse or warranty.

DBTCA agrees (for the express benefit of Milacron, Talbot and Fastcut), upon the reasonable request of Milacron, Talbot or Fastcut, at any time and from time to time, promptly to execute and deliver all such further documents (including, without limitation, lien releases and Uniform Commercial Code amendments), and promptly to take and forbear from all such actions

as may be reasonably necessary or appropriate in order more effectively to confirm or carry out the provisions contained herein.

Dated: September 12, 2003

DEUTSCHE BANK TRUST COMPANY
AMERICAS (FORMERLY KNOWN AS
BANKERS TRUST COMPANY), AS
ADMINISTRATIVE AGENT

by



Name:

Clark G. Peterson

Title:

Vice President

Language for UCC 3 to be included in Box 8:

All assets described as "Acquired Assets" in that certain Asset Sale and Purchase Agreement dated as of September 12, 2003, among Talbot Holdings, L.L.C., Fastcut Tool Corporation, Milacron Inc., Harpoint Holdings, Inc. and Harpoint, Inc., which comprise the business of manufacturing and selling milling, tapping and other round tools located in Millersburg, Pennsylvania and Pittsfield, Massachusetts.

EXHIBIT B
OWNED TRADEMARKS, PATENTS AND COPYRIGHTS

[NYCORP:2305483v3:4622D:09/12/03--11:26 a]]

TRADEMARK
REEL: 002831 FRAME: 0009

Schedule 3.06

Patents

Owner TAL is Talbot Holdings, Ltd

Owner SGS is S.G.S. Tool Company

Country	Short Title	Status	Appl. No.	File Date	Pat. No.	Grant Date	Owner
Canada	Rotary Cutting Tool	Pending	23841241	7/5/01			TAL
European Patent Office	Rotary Cutting Tool	Pending	01950909	7/5/01			TAL
India	Rotary Cutting Tool	Pending	00304	7/5/01			TAL
Korea, Republic of	Rotary Cutting Tool	Pending	7002939	7/5/01			TAL
United States of America	Rotary Cutting Tool	Granted	9611740	7/7/00	6435780	8/20/02	TAL
	Cutting Tool	Granted	570427	8/21/90	5049009	9/17/91	TAL & SGS
	Cutting Tool	Granted	915112	10/3/86	4721421	1/26/88	TAL
Patent Cooperation Treaty	Rotary Cutting Tool	Pending	PCT/US0121331	7/5/01			TAL

Trademarks

Owner FTC is Fastcut Tool Corporation

Country	Mark	Status	Appl. No.	File Date	Reg. No.	Reg. Date	Class	Owner
Benelux	CREST-KUT	Registered	Unknown		377287	9/15/81	7	FTC
	WELDON	Registered	Unknown		377168	7/23/81	7	FTC
Canada	FASTCUT	Registered	650954	2/15/90	439644	2/24/95	7	FTC
	TU-LIP	Registered	178314	10/3/40	14736	7/25/00	7	FTC
	WELDON	Registered	230923	6/15/55	103214	5/4/56	7	FTC
	WELDON TOOLS	Registered	230924	6/16/55	TMA103285	5/11/56		FTC
France	CREST-KUT	Registered	294256	7/24/81	1673529	6/26/91	7	FTC
	WELDON	Registered	Unknown		1673528	7/24/81	7	FTC
Germany	CREST-KUT	Registered	1041101	4/30/81	1041101	11/25/82	7	FTC
	CROMFLO	Registered	249918	6/30/92	2061810	4/24/94	7	FTC
	WELDON	Registered	Unknown		1030085	3/2/82	7	FTC
United Kingdom	WELDON	Registered	Unknown		1158752	8/3/81	7	FTC
	CREST-KUT	Registered	Unknown		1152631	4/15/81	7	FTC
United States of America	ACCULEAD	Registered	74056390	5/7/90	1652898	8/6/91	7	FTC
	AMERICUT	Registered	73679375	8/19/87	1498316	8/2/88	7	FTC
	AMERICUT (AND DESIGN)	Registered	73679376	8/19/87	1503590	9/13/88	7	FTC
	CREST-KUT	Registered	72169672	5/24/63	792889	7/20/65	7	FTC
	CROMCLAD	Registered	72218019	5/4/65	802642	1/25/66	7	FTC
	CROMFLO	Registered	74234166	12/30/91	1746788	1/19/93	7	FTC
	FAST-LOK	Registered	73293451	1/19/81	1245013	7/12/83		FTC
	FASTCUT	Registered	73827906	9/27/89	1808802	12/7/93	7	FTC
	M-T	Registered	71495085	1/19/46	428108	3/11/47		FTC
	MEGA CHIP	Registered	74272702	5/5/92	1751007	2/9/93		FTC
	MODEL 200	Registered	73118695	3/11/77	1132901	4/8/77		FTC
	MODEL 200	Registered	73590791	3/31/86	1441785	6/9/87		FTC
	N-MILL	Registered	72460033	6/12/73	998166	11/12/74	7	FTC
	PLASTAPS	Registered	74336770	12/4/92	1831071	4/19/94	23	FTC
	PWM/MEGA CHIP	Registered	72408192	11/19/71	937548	7/11/72	23, 7	FTC
	RUFF-N-CUTT	Registered	72127645	9/11/61	733068	6/19/62	7	FTC
	RUFF-N-MILL	Registered	72403171	9/20/71	942735	9/12/72	7	FTC
RUFF-N-TOUCH	Registered	73436447	7/28/83	1291881	8/28/84	7	FTC	

RUFF-N-TUFF	Registered	74308044	8/27/92	1761041	3/30/93	7	FTC
SKI-CARB	Registered	74010474	12/13/89	1620844	11/6/90	7	FTC
SKI-KUT	Registered	72136312	1/22/62	741245	11/27/62	7	FTC
TRISHEAR	Registered	72383247	2/8/71	933920	5/16/72	7	FTC
TU-LIP	Registered	71590844	1/13/50	538261	2/20/51	7	FTC
ULTRA-KUT	Registered	72323872	4/17/69	896437	8/11/70	7	FTC
UNI LEAD	Registered	73835135	10/31/89	1631314	1/15/91	7	FTC
WELDON	Registered	71611051	3/8/51	591115	6/15/54	7	FTC
WELDON (Pentagon Border)	Registered	73023503	6/6/74	1017305	8/5/75	7	FTC
WELDON (with border)	Registered	Unknown	11/10/66	839097	11/21/67	7	FTC

TRADEMARK

REEL: 002831 FRAME: 0012

EXHIBIT C
MORTGAGE RELEASE

[ORP:2305483v3:4622D:09/12/03--11:26 a]]

TRADEMARK
REEL: 002831 FRAME: 0013

State of New York)
County of New York)

SS.

Before me, a Notary Public in and for the State of New York and a resident of New York County, personally appeared Clark G. Peterson, a Vice President of Deutsche Bank Trust Company Americas (formerly known as Bankers Trust Company), a New York banking corporation (the "Bank"), who acknowledged execution of the foregoing Release of Mortgage as for and on behalf of the Bank.

Witness my hand and Notarial Seal this 12th day of September, 2003.

My Commission expires:

June 16, 2007


Notary Public

AYESHA CIZMAZIJA
Notary Public, State of New York
No. 01C16094117
Qualified in New York County
Commission Expires June 16, 2007