

FORM PTO-1594 (Modified)
1-31-92

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

1. Name of conveying party(ies):

Barclays Bank Plc

2. Name and address of receiving party(ies):

Clad Holdings Corp.
424 Morganza Road
Canonsburg, PA 15317

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other: Release of Security Interest

Execution Date: July 23, 2004

Effective Date: July 23, 2004

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

If assignee is not domiciled in the U.S.A., a domestic representative designation is attached: Yes; No

(Designations must be a separate document from Assignment)

4. Application number(s) or registration number(s):

A. Trademark Application No.(s):

76/512425
75/799861
75/779404
78/232836

B. Trademark Registration No.(s):

2223859	1592742
2585922	1383002
2810088	2073725
2222428	2079278
2730862	2422746
1074054	

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

Jason I. Hewitt
Attn: TMSU
Morgan, Lewis & Bockius LLP
1111 Pennsylvania Avenue N.W.
Washington, D.C. 20036

Telephone: 202-739-5762
Facsimile: 202-739-3001
E-Mail: jhewitt@morganlewis.com

6. Total number of applications and registrations involved: 15

7. Total fee (37 C.F.R. § 3.41) \$ 390.00

Check enclosed.

Authorized to charge fee and any overpayments/deficiencies to deposit account.

8. Deposit account number:

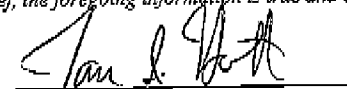
13-4520

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.

Jason I. Hewitt
Name of Person Signing


Signature

August 13, 2004
Date

Total number of pages including cover sheet, attachments and document: 4

CH \$390.00 134520 76512425

RELEASE OF SECURITY INTEREST

This RELEASE OF SECURITY INTEREST is dated and effective as of the 23th day of July, 2004, and is made by Barclays Bank Plc, a corporation with a principal place of business at 54 Lombard St., London EC3P 3AH United Kingdom ("Grantee"), in favor of Clad Holdings Corp., a Delaware corporation with a principal place of business at 424 Morganza Road, Canonsburg, Pennsylvania 15317 United States ("Grantor").

WITNESSETH:

WHEREAS, on or about November 26, 2003, Grantor granted to Grantee a lien on and security interest in the general intangibles of Grantor, including Grantor's trademarks as listed in Schedule A, and certain related rights, interests and assets; and

WHEREAS, the aforementioned security interest was reflected in a duly executed document entitled "TRADEMARK SECURITY AGREEMENT," which was recorded on December 9, 2003 at Reel No. 002760, Frame No. 0560 of the records of the Assignment Division of the United States Patent and Trademark Office; and

WHEREAS, for good and valuable consideration, Grantee has agreed to release the aforementioned security interest,

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged:


Grantee hereby cancels and terminates the "TRADEMARK SECURITY AGREEMENT" and hereby releases its lien on and security interest in the intellectual property

rights and interests identified and described in the aforesaid "TRADEMARK SECURITY AGREEMENT," which rights and interests specifically include, without limitation, the trademarks, trademark registrations, and applications for trademark registration set forth in Exhibit A attached hereto.

IN WITNESS WHEREOF, this Release of Security Interest is effective the date and year above first written.

BARCLAYS BANK PLC

Dated: July 23, 2004

By: 
Name: Frank M Rogers
Title: Director

**EXHIBIT A
CLAD HOLDINGS CORP.**

TRADE MARKS

Mark	Application/ Registration No.	Application/ Registration Date	Classes	Status
ALL-CLAD	2,223,859	2/16/1999	21	REGISTERED
ALL-CLAD	2,585,922	6/25/2002	8, 9, 21	REGISTERED
S ALL-CLAD Logo	2,810,088	2-3-2004	8, 9, 21	REGISTERED
ALL-CLAD LTD. (Stylized)	76/512,425	4/17/2003	21	PUBLISHED
ALL-CLAD METALCRAFTER S INC.	2,222,428	2/9/1999	21	REGISTERED
COPPER-CORE	2,730,862	6/24/2003	21	REGISTERED
COP*R*CHEF	1,074,054	9/27/1977	21	REGISTERED
DURANEL	1,592,742	4/24/1990	6	REGISTERED
GOLD STANDARD	75/799,861	9-15-99	8, 9, 21	PUBLISHED
INDUCT A CORE	1,383,002	2/18/1986	6	REGISTERED
LEGEND	75/779,404	8-19-99	21	PUBLISHED
MASTERCHEF	2,073,725	6/24/1997	21	REGISTERED
PRO-CLAD	78/232,836	4/2/2003	21	PENDING
ROTI PAN	2,079,278	7/15/1997	21	REGISTERED
S DESIGN	2,422,746	1/23/2001	8, 9, 20, 21	REGISTERED