

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
BURKE INDUSTRIES (DELAWARE), INC.		11/21/2006	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	THE CIT GROUP/COMMERCIAL SERVICES, INC.
Street Address:	300 South Grand Avenue, 10th Floor
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90071
Entity Type:	CORPORATION: NEW YORK

PROPERTY NUMBERS Total: 16

Property Type	Number	Word Mark
Serial Number:	78514970	ECOSCORE
Registration Number:	2598053	BURKE MERCER
Registration Number:	2611504	MIRROR-FINISH
Registration Number:	1829424	UNI-COLOR
Registration Number:	1851494	MERCER
Registration Number:	1787537	FLECKSIBLES
Registration Number:	1737636	VAC-Q-ROOF
Registration Number:	1651500	RUBBERMYTE
Registration Number:	1518089	ROULEAU
Registration Number:	1372591	DOCKSIDERS
Registration Number:	1339210	BURKEBASE
Registration Number:	1355586	MAXXI-TREAD
Registration Number:	1188755	ENDURA

CH \$415.00 78514970

Registration Number:	1063868	BURKE INDUSTRIES
Registration Number:	0867442	ARGONAUT
Registration Number:	0861475	MERCER FRICTION GRIP

CORRESPONDENCE DATA

Fax Number: (213)630-5728
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 213-891-5011
Email: jhawke@buchalter.com
Correspondent Name: Jody Hawke
Address Line 1: 1000 Wilshire Boulevard, Suite 1500
Address Line 4: Los Angeles, CALIFORNIA 90017-2457

ATTORNEY DOCKET NUMBER:	C3756-0004
NAME OF SUBMITTER:	Jody Hawke
Signature:	/Jody Hawke/
Date:	11/30/2006

Total Attachments: 5
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**MEMORANDUM OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY**

BURKE INDUSTRIES (DELAWARE), INC., a Delaware corporation, whose address is 2250 South 10th Street, San Jose, California 95112 ("Debtor") hereby acknowledges that it has granted to THE CIT GROUP/COMMERCIAL SERVICES, INC., a New York corporation, whose address is 300 South Grand Avenue, 10th Floor, Los Angeles, California 90071 (the "Secured Party"), a security interest in and to all of the Debtor's right, title and interest in and to: (a) the trademark and trademark registrations and applications therefor which are identified on Exhibit A attached hereto and herein incorporated by this reference owned by Debtor (the "Trademarks"), together with the goodwill and assets of the business; (b) the patents and patent applications which are identified on Exhibit B attached hereto and herein incorporated by this reference owned by Debtor (the "Patents"); and (c) the copyright registrations which are identified on Exhibit C attached hereto and herein incorporated by this reference owned by Debtor (the "Copyrights") to which such Trademarks, Patents, and Copyrights are appurtenant and all actions for infringement concerning the foregoing.

The terms and conditions of the aforementioned security interest are contained in that certain Financing Agreement dated as of November 21, 2006 (the "Agreement"), entered into between the Debtor and Secured Party, as security for the obligations as set forth in the Agreement and other agreements referred to therein. Nothing contained in this Memorandum of Security Interest in Intellectual Property shall be construed as a present or absolute assignment of any of the collateral nor as limiting any interest which Secured Party may have in any other collateral described in the Agreement or otherwise.

IN WITNESS WHEREOF, the undersigned has duly executed this document as of this 21st day of November, 2006.

BURKE INDUSTRIES (DELAWARE), INC.,
a Delaware corporation

By: 
Name: Edward Regineff
Title: Chief Financial Officer, Vice President
and Secretary

EXHIBIT A

TRADEMARKS

<u>Mark</u>	<u>Registration No./ Application No.</u>	<u>Registration Date/ File Date</u>
Ecoscore and Design	78-514,970	11/10/04
Burke Mercer	2,598,053	7/23/02
Mirror-Finish	2,611,504	8/27/02
Uni-Color	1,829,424	4/5/94
Mercer	1,851,494	8/30/94
Flecksibles	1,787,537	8/10/93
Vac-Q-Roof	1,737,636	12/1/92
Rubberlyte	1,651,500	7/23/91
Rouleau	1,518,089	12/27/88
Docksiders	1,372,591	11/26/85
Burkebase	1,339,210	6/4/85
Maxxi-Tread	1,355,586	8/20/85
Endura	1,188,755	2/2/82
Burke Industries	1,063,868	4/19/77
Argonaut	867,442	4/1/69
Mercer Friction Grip	861,475	12/3/68

Exhibit A

EXHIBIT B

PATENTS

	<u>Patent</u>	<u>Registration No./ Application No.</u>	<u>Issue Date/ File Date</u>
1.	Passive Pathway Marking System	5,724,909	3/10/98
2.	Protective Toe Cap for Footwear	4,735,003	4/5/88
3.	Roof Membrane Holdown System	4,608,792	9/2/86
4.	Tensioned Reservoir Cover, Rainwater Run-Off Enhancement System	4,603,790	8/5/86

Exhibit B

EXHIBIT C

COPYRIGHTS

<u>Title</u>	<u>Registration No.</u>	<u>Registration Date</u>
1. CONCEPT SKETCH, PORT DOUGLAS RESERVOIR, BURKE FLOATING RESERVOIR COVER	VA 217-869	3/17/1986
2. BURKE DEFINED SUMP FLOATING RESERVOIR COVER FOR A SLOPE SIDED RECTANGULAR POND	VA 217-868	3/17/1986
3. CONCEPT SKETCH, ECHUCA RESERVOIR, BURKE FLOATING RESERVOIR COVER	VA 217-546	3/17/1986
4. 4 STEP INSTALLATION MANUAL FOR BURKE SOLAR HEATERS	A803560	11/12/1976