

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|----------------------------------|--|-----------------------|-------------------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | SECURITY INTEREST | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Raabe Company LLC | | 02/20/2007 | LIMITED LIABILITY COMPANY: DELAWARE |
| RECEIVING PARTY DATA | | | |
| Name: | M&I Marshall & Ilsley Bank | | |
| Street Address: | 770 North Water Street | | |
| City: | Milwaukee | | |
| State/Country: | WISCONSIN | | |
| Postal Code: | 53202 | | |
| Entity Type: | banking corporation: WISCONSIN | | |
| PROPERTY NUMBERS Total: 3 | | | |
| Property Type | Number | Word Mark | |
| Serial Number: | 76125642 | RAABE | |
| Serial Number: | 76207420 | RAABE | |
| Serial Number: | 76290426 | SPECTRAFILL | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | (414)978-8675 | | |
| | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | | |
| Phone: | 414 277 5675 | | |
| Email: | msl@quarles.com | | |
| Correspondent Name: | Marta S. Levine | | |
| Address Line 1: | Quarles & Brady LLP | | |
| Address Line 2: | 411 East Wisconsin Avenue | | |
| Address Line 4: | Milwaukee, WISCONSIN 53202 | | |
| NAME OF SUBMITTER: | Marta S. Levine | | |
| Signature: | /MartaLevine/ | | |

CH \$90.00 76125642

Date:

03/30/2007

Total Attachments: 5

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**CONFIRMATORY ASSIGNMENT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

THIS CONFIRMATORY ASSIGNMENT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS (the "Confirmatory Assignment") is made effective as of February 28, 2007, by and from **RAABE COMPANY LLC** (the "Assignor"), a Delaware limited liability company, whose principal address is N92W14701 Anthony Avenue, Menomonee Falls, Wisconsin 53051 to and in favor of **M&I MARSHALL & ILSLEY BANK**, a Wisconsin banking corporation, whose principal address is 770 North Water Street, Milwaukee, Wisconsin 53202 as Agent (the "Assignee") for lenders ("the Lenders") from time to time parties to that certain Loan Agreement dated as of the date hereof as amended or amended and restated by and among the Assignor, Matrix System Automotive Finishes, LLC, a Delaware limited liability company, Quest Specialty Chemicals, Inc., a Delaware corporation, and United Coatings Manufacturing Company, a Washington corporation, Assignee and the Lenders.

WHEREAS, Assignor and Assignee have entered into a Security Agreement of even date herewith (as amended from time to time, the "Security Agreement") pursuant to which Assignor has granted Assignee, for the benefit of the Lenders, a security interest in all of Assignor's personal property and assets;

WHEREAS, Assignor is the owner of the trademarks and the goodwill of the business in connection therewith (the "Trademarks"), all listed on Exhibit A attached hereto, which Trademarks are registered or pending registration with the United States Patent and Trademark Office.

WHEREAS, this Confirmatory Assignment has been granted in conjunction with the security interest granted to Assignee under the Security Agreement;

NOW, THEREFORE, in consideration of the mutual covenants and agreements set forth herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, it is hereby agreed that:

- 1) Definitions. All capitalized terms not defined herein shall have the respective meaning given to them in the Security Agreement.
- 2) The Security Interest.
 - (a) This Confirmatory Assignment is made to secure the satisfactory performance and payment of all the Obligations of Assignor, pursuant to the Security Agreement. Upon the payment in full of all Obligations, Assignee shall, upon such satisfaction, execute, acknowledge, and deliver to Assignor an instrument in writing releasing the security interest in the Trademarks acquired under this Confirmatory Assignment.
 - (b) The Assignor hereby assigns and grants to Assignee, for the benefit of the Lenders, a security interest in (1) all of Assignor's right, title and interest

in and to the Trademarks set forth on Exhibit A, now owned or from time to time after the date hereof owned or acquired by the Assignor, together with (2) all proceeds and products of the Trademarks, and (3) all causes of action arising prior to or after the date hereof for infringement of any of the Trademarks, or unfair competition regarding the same.

- (c) The rights and remedies of Assignee and the Lenders 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 Confirmatory Assignment are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

(signature page follows)

IN WITNESS WHEREOF, the Assignor has executed this Confirmatory Assignment effective as of the above-indicated date.

RAABE COMPANY LLC

By: 

Name: Michael Beauregard

Title: Vice President, Treasurer and
Assistant Secretary

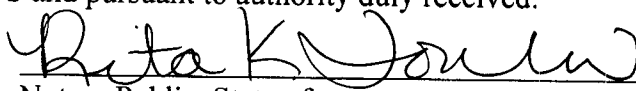
[Signature Page to Confirmatory Assignment of Security Interest
In United States Trademarks]

TRADEMARK
REEL: 003511 FRAME: 0556

STATE OF Michigan)
) SS.
COUNTY OF Wayne)

Michael Beauregard, known to me to be the Vice President, Treasurer and Assistant Secretary of **RAABE COMPANY LLC**, personally came before me this 20th day of February, 2007, and executed or acknowledged to me that he executed the foregoing Confirmatory Assignment of Security Interest in United States Trademarks on behalf of **RAABE COMPANY LLC** and pursuant to authority duly received.

(SEAL)



Notary Public, State of _____
My Commission _____

Rita K. Torchia
Notary Public, State of Michigan, County of Wayne
My Commission Expires March 24, 2012
Acting in the County of Wayne

[Notary Page to Confirmatory Assignment of Security Interest
In United States Trademarks]

TRADEMARK
REEL: 003511 FRAME: 0557

CONFIRMATORY ASSIGNMENT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS
Exhibit A - SCHEDULE OF TRADEMARKS

U.S. TRADEMARKS

| Mark | Reg. No. (Serial No.) | Reg. Date (Filing Date) |
|-------------|------------------------------|--------------------------------|
| Raabe | 76125642 | 1/29/2002 |
| Raabe | 76207420 | 1/29/2002 |
| Spectrafill | 76290426 | 12/10/2002 |