

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	GRANT OF SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Vari-Form, Inc.		04/27/2007	CORPORATION: CANADA
RECEIVING PARTY DATA			
Name:	Ableco Finance LLC, as agent		
Street Address:	299 Park Avenue		
Internal Address:	22nd Floor		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10022		
Entity Type:	LIMITED LIABILITY COMPANY:		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	1437939	VARI-FORM	
Registration Number:	1232642	VARI BORE	
CORRESPONDENCE DATA			
Fax Number:	(212)593-5955		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	212-756-2552		
Email:	laurie.emmer@srz.com		
Correspondent Name:	Laurie Emmer, Esq.		
Address Line 1:	919 Third Avenue		
Address Line 2:	19th Floor		
Address Line 4:	New York, NEW YORK 10022		
ATTORNEY DOCKET NUMBER:	014951.0775		
NAME OF SUBMITTER:	Laurie Emmer, Esq. (014951.0775)		

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Signature:	/kc for le/
Date:	05/14/2007
Total Attachments: 3 source=Trademark Grant of Security Interest for Vari Form Inc#page1.tif source=Trademark Grant of Security Interest for Vari Form Inc#page2.tif source=Trademark Grant of Security Interest for Vari Form Inc#page3.tif	

GRANT OF A SECURITY INTEREST --TRADEMARKS

WHEREAS, Vari - Form, Inc., a Canadian company (the "Grantor") has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on the attached Schedule A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Grantor has entered into a Pledge and Security Agreement, dated April 27, 2007 (as amended, restated, supplemented, modified or otherwise changed from time to time, the "Security Agreement"), in favor of Ableco Finance LLC, as the Collateral Agent for itself and certain lenders (in such capacity, together with its successors and assigns, if any, the "Grantee"); and

WHEREAS, pursuant to the Security Agreement, the Grantor has granted to the Grantee, and granted to the Grantee for the benefit of the Secured Parties (as defined in the Security Agreement), a continuing security interest in all right, title and interest of the Grantor in, to and under the Trademarks, together with, among other things, the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations (as defined in the Security Agreement).

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantor does hereby grant to the Grantee and grant to the Grantee for the benefit of the Secured Parties, a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Grantee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the Grantor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of April 27, 2007.

VARI-FORM INC.

By: Edward K. Duply
Name: Edward K. Duply
Title: Secretary

STATE OF Michigan ss.:
COUNTY OF Macomb

On this 26th day of April, 2007, before me personally came Edward Duply to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that s/he is the Secretary of Vari-Form Inc., a Canadian Company and that s/he executed the foregoing instrument in the firm name of Vari-Form Inc., and that s/he had authority to sign the same, and s/he acknowledged to me that he executed the same as the act and deed of said firm for the uses and purposes therein mentioned.

[NOTARY SEAL]

Marieta Marcu, Notary Public
State of Michigan, County of Macomb
My Commission Expires 8/14/2012
Acting in the County of Macomb

Schedule A
Vari-Form, Inc.

Trademarks

Mark	App. Ser. No.	Reg. No.	Country
VARI-FORM	73560818	1437939	US
VARI BORE	73347293	1232642	US