

07-11-2008



U.S. DEPARTMENT OF COMMERCE  
U.S. Patent and Trademark Office

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

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

80.8.7

1. Name of conveying party(ies):

Blue, IP, Inc.

- Individual(s)
- General Partnership
- Corporation-State
- Other \_\_\_\_\_
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached?  Yes  No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other \_\_\_\_\_
- Merger
- Change of Name

Execution Date: 07/02/08

2. Name and address of receiving party(ies)

Name: Citizens Bank of Pennsylvania

Internal Address: \_\_\_\_\_

Street Address: 525 William Penn Place

City: Pittsburgh State: PA Zip: 15219

- Individual(s) citizenship \_\_\_\_\_
- Association
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State \_\_\_\_\_
- Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designations must be a separate document from assignment)  
Additional name(s) & address(es) attached?  Yes  No

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

A. Trademark Application No.(s) \_\_\_\_\_  
\_\_\_\_\_

B. Trademark Registration No.(s) 2,738,464

Additional number(s) attached  Yes  No

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

Name: Melissa A. Kistorick, Paralegal

Internal Address: \_\_\_\_\_

Street Address: Thorp Reed & Armstrong, LLP  
One Oxford Centre, 301 Grant Street, 14th Fl.

City: Pittsburgh State: PA Zip: 15219-1425

6. Total number of applications and registrations involved: \_\_\_\_\_

10

7. Total fee (37 CFR 3.41).....\$ 265.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: \_\_\_\_\_

DO NOT USE THIS SPACE

07/10/2008 MJAMA1 00000040 2738464

9. Signature.

Jenifer S. Tarasi, Esquire  
Name of Person Signing

*Jenifer S. Tarasi*  
Signature

7-7-08

Date

Total number of pages including cover sheet, attachments, and document: 6

01 FC:8521 40.00 JP  
02 FC:8522 225.00 JP

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

TRADEMARK  
REEL: 003815 FRAME: 0308

4. B Additional Trademark Registration Nos.

882,460
1,082,278
3,190,603
3,190,604
3,190,602
3,190,601
689,449
1,491,954
3,203,273

**NOTICE OF SECURITY INTEREST**  
**U.S. TRADEMARKS**

WHEREAS, Blue IP, Inc., a Delaware corporation (the "Grantor"), has adopted, used and is using the United States trademarks listed on the annexed Schedule A, which trademarks are registered in or subject to the trademark applications filed in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, pursuant to a certain Credit Agreement, dated July 2, 2008, by and among Genesis Worldwide II, Inc., a Delaware corporation ("Genesis"), RCI HV, Inc., a Delaware corporation ("RCI HV"), Callery/Conway/Mars HV, Inc., a Delaware corporation ("CCM HV"), Ambridge HV, LLC, a Delaware limited liability company ("Ambridge HV") (Genesis, RCI HV, CCM HV and Ambridge HV are each, a "Borrower" and collectively, the "Borrowers"), the Grantor and the other Guarantors (as defined in the Credit Agreement) party thereto and Citizens Bank of Pennsylvania (the "Bank") (as amended, modified or supplemented from time to time, the "Credit Agreement"), the Grantor has entered into that certain Patent and Trademark Security Agreement, dated of even date herewith (the "Security Agreement") in favor of the Bank; and

WHEREAS, pursuant to the Security Agreement, the Grantor has granted to the Bank, a mortgage on, pledge of and security interest in, among other things, all right, title and interest of the Grantor in and to the Trademarks, together with all the goodwill of the business symbolized by the Trademarks, and the registrations or applications for registration thereof, and all proceeds thereof, including, without limitation, any royalties, claims for infringement and proceeds of sale or other disposition thereof (the "Trademark Collateral") to secure the payment and performance of the Obligations (as defined in the Credit Agreement).

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound hereby, the Grantor does hereby confirm its grant to the Bank of a mortgage on, pledge of and security interest in the Trademark Collateral to secure prompt payment and performance of the Obligations.

The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Bank with respect to the assignment of, mortgage on, pledge of and security interest in the Trademark Collateral made and granted hereby 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 in this Notice.

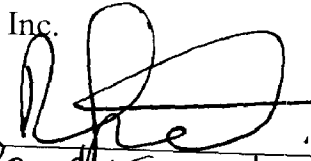
The Bank's address is 525 William Penn Place, Pittsburgh, Pennsylvania 15219.

[INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the Grantor has caused this Notice to be duly executed the 2<sup>ND</sup> day of July, 2008.

WITNESS:  
  
\_\_\_\_\_

Blue IP, Inc.

By:  (SEAL)

Name: Randy Saputo

Title: CFO, Secretary + Treasurer

ACKNOWLEDGMENT

COMMONWEALTH OF PENNSYLVANIA )  
 ) SS:  
COUNTY OF ALLEGHENY )

On this, the 2<sup>ND</sup> day of July, 2008 before me, a Notary Public, the undersigned officer, personally appeared Randy Saputo, who acknowledged himself to be the CFO, Secretary & Treasurer of Blue IP, Inc., a Delaware corporation (the "Company"), and that he as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the Company as such officer.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Melissa A. Kostorick  
Notary Public

My Commission Expires:

COMMONWEALTH OF PENNSYLVANIA  
Notary Seal  
Melissa A. Kostorick, Notary Public  
City Of Pittsburgh, Allegheny County  
My Commission Expires Nov. 17, 2011  
Member, Pennsylvania Association of Notaries

**Schedule A**

**Trademarks**

COMPU-CUT SLITTER, U.S. Reg. No. 2,738,464
HERMAN, U.S. Reg. No. 882,460
HERR-VOSS, U.S. Reg. No. 1,082,278
HERR-VOSS STAMCO and Design, U.S. Reg. No. 3,190,603
HERR-VOSS STAMCO, U.S. Reg. No. 3,190,604
PRECISION LEVELER, U.S. Reg. No. 3,190,602
PRECISION LEVELER PLUS, U.S. Reg. No. 3,190,601
SOF-LOC, U.S. Reg. No. 689,449
STRAND EXTENSIONER, U.S. Reg. No. 1,491,954
STAMCO, U.S. Reg. No. 3,203,273