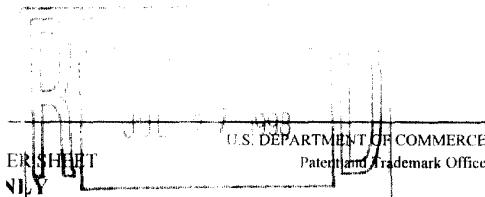


07-29-1998



100780309



MRO 7-22-98

To the Honorable Commissioner of Patents and Trademarks attached original document or copy thereof

1. Name of Party(ies) conveying an interest:

Albany Ladder Company, Inc.
1800 Sherman Avenue, Suite 100
Evanston, Illinois 60201

Individual(s) Association
 General Partnership Limited Partnership
 Corporation New York
 Other

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

2. Name and Address of Party(ies) receiving an interest:

Name: First Union Commercial Corporation, As Agent
Street Address: 301 South College Street
Internal Address: One First Union Center, 5th Floor
City: Charlotte State: North Carolina /ip: 28288

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation North Carolina
 Other _____

Additional name(s) & address(es) attached? Yes No

3. Nature of Conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other Notice of Grant of Security Interest In Trademarks

Effective Date: July 17, 1998

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

A. Trademark Application No.(s): N/A

Additional numbers attached? Yes No

B. Trademark Registration No.(s) 1,635,507 1,671,133
1,635,280 1,635,721 949,090

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

Name: Mark H. Webbink, Esq
Internal Address: Moore & Van Allen, PLLC
Street Address: 2200 West Main Street, Suite 800
City: Durham State: NC ZIP: 27705

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.4) \$ 140.00

Enclosed
 Authorized to be charged to deposit account
(Any Deficiency)

8. Deposit account number:
13-4365
(Attach duplicate copy of this form if paying by deposit account):

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.

Mark H. Webbink, Esq. [Signature] 7/22/98
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments and document: 5

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

CERTIFICATE OF MAILING

I hereby certify that this paper is being deposited with the United States Postal Service as first class mail in an envelope addressed to the Commissioner Of Patent And Trademarks, Washington, DC 20231, BOX ASSIGNMENTS.

Brian Steklloff
(Typed or printed name of person signing the certificate)

[Signature]
(Signature of the person signing the certificate)

7/22/98
(Date of Signature)

07/28/1998 10:01 AM COMMERCIAL MAIL

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of July 17, 1998 (the "Security Agreement") by and among the Obligors party thereto (each a "Obligor" and collectively, the "Obligors") and First Union Commercial Corporation, as Agent (the "Agent") for the lenders referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Agent for the ratable benefit of the Lenders:

TRADEMARKS

<u>Trademark No.</u>	Description of Trademark <u>Item</u>	Date of <u>Trademark</u>
----------------------	---	-----------------------------

See attached Schedule A.

The undersigned Obligor and the Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

ALBANY LADDER COMPANY, INC.

By: 
Name: _____
Title: _____

Acknowledged and Accepted:

FIRST UNION NATIONAL BANK,
as Agent

By: 
Name: Eric M. Butler
Title: SLP

Schedule A

Albany Ladder Company, Inc.

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
Design Mark	1,635,507	2/19/91
Design Mark	1,671,133	1/7/92
Design Mark	1,635,280	2/19/91
Design Mark	1,635,721	2/19/91
Design Mark	949,090	12/19/72

State Trademark Registrations

State	Mark	Registration No.	Registration Date
New York	SOUTH CENTRAL SCAFFOLDING	R28,389	8/2/96
New York	ROCHESTER SCAFFOLDING & EQUIPMENT	R28,388	8/2/96
New York	SYRACUSE LADDER & SCAFFOLDING	R28,387	8/2/96
New York	ALBANY LADDER	R28,386	8/2/96