

08-03-1998

Patents  
 Trademarks

*M.R.C.*  
*7-30-98* To the  
Please



ademarks:  
by thereof.

1. Name of Party(ies) conveying an interest: **100779709** Address of Party(ies) receiving an interest:

GWC Valve Company  
4200 Truxtun Avenue, #102  
Bakersfield, CA 93309

*7-30-98*

Name: **FINOVA Capital Corporation**  
Internal Address: **Attention: Manager**  
Street Address: **355 South Grand Avenue, Suite 2400**  
City: **Los Angeles**  
State: **California** Zip: **90071**

Entity:  
 Individual(s)       Association  
 General Partnership       Limited Partnership  
 Corporation-State  
 Other

Entity:  
 Individual(s)       Association  
 General Partnership       Limited Partnership  
 Corporation-State  
 Other  
Citizenship

If not domiciled in the United States, a domestic representative designation is attached:  
 Yes  
 No

3. Interest Conveyed:  
 Assignment       Association  
 Security Agreement       Limited Partnership  
 Other  
Execution Date: As of July 10, 1998

4. Application number(s), patent numbers, or registration number(s). Additional sheet attached:  Yes  
 No  
2,099,814

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

Name: Federal Reserve Corp  
Internal Address: 400 Senate St NW  
Street Address: Suite 101  
City: Washington  
State: DC Zip: 20004

6. Number of applications, patents, or registrations involved:

1

7. Amount of fee enclosed or authorized to be charged:

\$ 40 Filing Fee  
Total \$40

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

DO NOT USE THIS SPACE

9. Date of execution of attached document As of July 29, 1998

10. 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 documents.

July 29, 1998  
Date

*[Handwritten Signature]*  
Signature

David W. Jamieson  
Name of Person Signing

TRADEMARK  
REEL: 1762 FRAME: 0256

*[Vertical Stamp]*  
07/31/1998 11:11  
00000241 2099814  
40.00 DP  
07/31/1998 11:11  
00000241 2099814

## GRANT OF SECURITY INTEREST

### TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of July   , 1998, is executed by GWC Valve Company, Inc., a California corporation ("Borrower"). in favor of FINOVA Capital Corporation ("Lender").

A. Pursuant to a Loan and Security Agreement dated as of the date hereof ("Loan Agreement") between Borrower and Lender, Lender has agreed to extend certain credit facilities to Borrower upon the terms and subject to the conditions set forth therein.

B. Borrower has adopted, used and is using the trademarks, more particularly described on Schedules 1-A and 1-B annexed hereto as part hereof, which trademarks are registered or subject to an application for registration in the United States Patent and Trademark Office (collectively, the "Trademarks");

C. Borrower has entered into a Security Agreement (Intellectual Property) dated the date hereof (the "Security Agreement") in favor of Lender; and

D. Pursuant to the Security Agreement, Borrower has granted to Lender a security interest in all right, title and interest of Borrower in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the customer lists and records related to the Trademarks and the applications and registrations thereof, and all proceeds thereof, including any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Obligations, as defined in the Security Agreement.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Borrower does hereby further grant to Lender a security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.

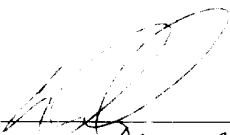
Borrower does hereby further acknowledge and affirm that the rights and remedies of Lender with respect to the security interest in the Collateral granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully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

Lender's address is:

FINOVA Capital Corporation  
355 South Grand Ave.  
Los Angeles, 90071  
Telecopier No.: (213) 625-3729

IN WITNESS WHEREOF, Borrower has caused this Assignment to be executed as of the day and year first above written.

GWC VALVE COMPANY, INC.

By:   
Name: DAVE McPherson  
Title: President



**ALL-PURPOSE ACKNOWLEDGMENT**

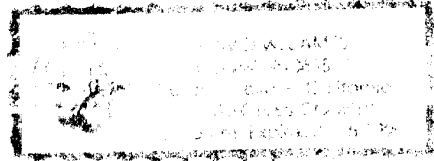
STATE OF California )  
 ) ss.  
 COUNTY OF Los Angeles )

On 7/10, 1998, before me, David W. James  
 (Name and Title of Officer)  
 personally appeared David Brian Meader

- personally known to me  
 -or-  
 proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

[Signature]  
 Signature Of Notary



**OPTIONAL**

Though the data below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent reattachment of this form.

CAPACITY CLAIMED BY SIGNER	DESCRIPTION OF ATTACHED DOCUMENT
<input type="checkbox"/> Individual <input type="checkbox"/> Corporate Officer  _____ Title(s)	_____ Title Or Type Of Document
<input type="checkbox"/> Partner(s) <input type="checkbox"/> Limited <input type="checkbox"/> Attorney-In-Fact <input type="checkbox"/> General <input type="checkbox"/> Trustee(s) <input type="checkbox"/> Guardian/Conservator <input type="checkbox"/> Other: _____	_____ Number Of Pages
Signer is representing: Name Of Person(s) Or Entity(ies) _____ _____	_____ Date Of Document
	_____ Signer(s) Other Than Named Above



SCHEDULE 1-A TO GRANT OF SECURITY INTEREST

TRADEMARKS

<u>Trademark</u>	<u>Jurisdiction</u>	<u>Reg. Date</u>	<u>Reg. No.</u>
GWC	U.S.	9/23/97	2,099,814

DOCSLA1:259640.1

I-A-1

TRADEMARK  
REEL: 1762 FRAME: 0260



SCHEDULE 1-B TO GRANT OF SECURITY INTEREST

TRADEMARK APPLICATIONS

<u>Trademark</u>	<u>Jurisdiction</u>	<u>Date Filed</u>	<u>Serial No.</u>
None.			

I-B-1

DOCSLA1:259640.1

RECORDED: 07/30/1998

TRADEMARK  
REEL: 1762 FRAME: 0261

