

12-29-98

01-04-1999



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

100936088

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

1. Name of Party(ies) conveying an interest

IPMC Acquisition, L.L.C.
100 Tri-State
Lincolnshire, Illinois 60669

- Individual(s)
- General Partnership
- Corporation
- Other Delaware Limited Liability Corporation

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

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

Name: NationsBank, N.A., As Agent
Internal Address: Independence Center NCI-301-15-04
Street Address: 100 North Tryon Street, 15th Floor
City: Charlotte State: North Carolina Zip: 28225

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation
- Other National Banking Association

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

3. Nature of Conveyance:

- Assignment
 - Security Agreement
 - Other Notice of Grant of Security Interest In Trademarks
 - Merger
 - Change of Name
- Execution Date November 20, 1998

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

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

B. Trademark Registration No.(s): 1,2,1,651
683,282 873,451

Additional numbers attached? Yes No

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

Name: Arlene D. Hanks, 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: 3

7. Total fee (37 CFR 3.4): \$ 90.00
 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.

Arlene D. Hanks, Esq.
Name of Person Signing

Arlene Hanks 12-23-98
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

Patrick T. Walls
(Typed or printed name of person signing the certificate)

Patrick T. Walls
(Signature of the person signing the certificate)

12/23/98
(Date of Signature)

12/31/1998 TTON11 00000007 1221651

01 FC:481 40.00 DP
02 FC:482 50.00 DP

NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS

United States Patent and Trademark Office

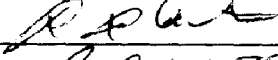
Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of November 10, 1998 (as the same may be amended, modified, extended or restated from time to time) (the "Security Agreement") by and among the Obligor thereto (each an "Obligor" and collectively "Obligors") and NationsBank, N.A., 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, service marks, trademark applications and service mark applications on Schedule A hereto (the "Trademarks") to the Agent for the ratable benefit of the Lenders.

The Obligor and the Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the Trademarks (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 the Trademarks.

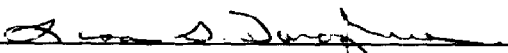
Very truly yours,

IPMC ACQUISITION, L.L.C

By: 
Name: R.R. COOK
Title: VP

Acknowledged and Accepted:

NATIONSBANK, N.A., as Agent

By: 
Name: Lisa S. Donoghue
Title: Sr. Vice President

SCHEDULE A TO NOTICE OF GRANT
OF SECURITY INTEREST IN TRADEMARKS

IPMC Acquisition, L.L.C. Trademarks

Name of Trademark	Registration Number
HURON	1,221,651
PH (and design)	683,282
PORT HURON	873,451