

08-13-1999

REC

8-10-99



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copy thereof.

To the Honorable Commissioner of Patents and Trademark

1. Name of conveying party(ies):

Benton Plastics, Inc.

- Individual Association
- General Partnership Limited Partnership

Corporation - State: Maine

Other: _____

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

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other: _____

Execution Date: July 26, 1999

2. Name and address of receiving party(ies):

Name: BankBoston, NA

Internal Address: _____

Street Address: 100 Federal Street

City: Boston State: MA Zip: 02110

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation - State: _____

Other: National Association

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)

1,950,052

Additional numbers attached? yes no

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

Name: Catherine R. Howell, Paralegal

Internal Address: Ropes & Gray

Street Address: 1301 K St., N. W. Suite 800 East

City: Washington, D.C. State: _____ Zip: 20005

6. Total number of applications and registration involved:

..... [1]

7. Total Fee (37 CFR 3.41) \$ 40

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

18-1945

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.

Catherine R. Howell
Name of Person Signing

Catherine R. Howell
Signature

August 10, 1999
Date

Total number of pages including cover sheet, attachments and document: [3]

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MEMORANDUM OF TRADEMARK AND SERVICE MARK SECURITY INTEREST

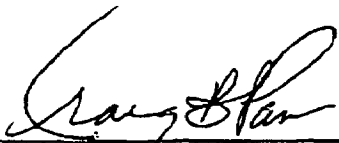
This Memorandum is dated as of July 26, 1999 between Benton Plastics, Inc., a Maine corporation (the "Mark Owner"), having a place of business at 6 Centre Stage Industrial Park (a.k.a. 190 JD Yarnell-Industrial Parkway), Clinton, Anderson County, TN and BankBoston, N.A., as agent (the "Secured Party") for itself and certain other lenders under the Credit Agreement dated as of July 26, 1999, as from time to time in effect, among the Mark Owner, certain of its affiliates, certain lenders party thereto and the Secured Party, having a place of business at 100 Federal Street, Boston, Massachusetts 02110.

1. Pursuant to the Security Agreement dated as of July 26, 1999, as from time to time in effect (the "Security Agreement"), among the Mark Owner, certain of its affiliates and the Secured Party, the Mark Owner has granted to the Secured Party a security interest in certain trade marks, service marks and applications therefor listed in Exhibit A attached hereto and made a part hereof, in the name of the Mark Owner, together with the registrations thereof and good will symbolized thereby (collectively, the "Collateral").
2. The Mark Owner is the exclusive owner of all rights in the Collateral, including all rights to prosecute for unconsented use and infringement thereof. The Mark Owner has the capacity to grant to the Secured Party the security interests granted under the Security Agreement.

The Mark Owner and the Secured Party have executed this Memorandum effective as of the date first above written.

Mark Owner:

BENTON PLASTICS, INC.

By 
 Craig B. Parr, President

Secured Party:

BANKBOSTON, N.A.,

as Agent under the Credit Agreement referred to above

By 
 Authorized Officer

EXHIBIT A

Owner of Record	Country	Trademark	Application or Registration No.	Filing Date	registration Date	Goods
Benton Plastics, Inc.	USA	BODYGARD	Reg. No 1,950,052	1/18/1994	1/23/1996	Fitted protective liners for the cargo area of vehicles

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