

10-12-1999

FORM PTO-1594  
Rev. 8-83  
OMB No. 0651-0011 (Exp. 1/91)

06/09/99



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COVER SHEET  
ONLY

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

Tab settings

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

1. Name of conveying party(ies):

CHF Industries, 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: May 7, 1999

2. Name and address of receiving party(ies)

Name: The Bank of Nova Scotia, as Administrative Agent

Internal Address:

Street Address: One Liberty Plaza

City: New York State: NY ZIP: 10006

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other Canadian Chartered Bank

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 patent number(s):

A. Trademark Application No.(s)

See Attached Appendix A.

B. Trademark Registration No.(s)

See attached Appendix A.

Additional numbers attached?  Yes  No

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

Name: Stephen J. Angelson

Internal Address: Mayer, Brown & Platt

Street Address: 1675 Broadway

City: New York State: NY ZIP: 10019

6. Total number of applications and registrations involved:

26

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

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

9000

(Attach duplicate copy of this page 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.

Stephen J. Angelson

Name of Person Signing

Signature

Date

10/5/99

Total number of pages including cover sheet, attachments, and documents:

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

## APPENDIX A

**TRADEMARKS**

<u>ENTITY</u>	<u>COUNTRY</u>	<u>REG NO./APP NO.</u>	<u>MARK</u>
CHF Industries, Inc.	U.S.	2163915	ABERDEEN
	U.S.	539954	CAMEO
	U.S.	1685368	CAMEO
	U.S.	923917	CAMEO
	U.S.	2077672	CAMEO
	U.S.	1173285	CORONADO
	U.S.	1347999	DECOTUCK
	U.S.	971928	DESIGN ONLY
	U.S.	1853681	E-2 STYLE
	U.S.	1852436	E-2 SCARF
	U.S.	753392	E-2 SHIR
	U.S.	75/556,175	IN GOOD FAITH
	U.S.	75/556,176	IN GOOD FAITH
	U.S.	606488	JAKSON
	U.S.	2128421	JAKSON
	U.S.	1213294	JAKSON
	U.S.	2038640	JAKSON FIRST IN BATH FASHIONS
	U.S.	2212899	JASMINE
	Canada	TMA 222765	JUST PULL THE TAPE FOR A PERFECT DRAPE
	U.S.	975076	JUST PULL THE TAPE FOR A PERFECT DRAPE
	U.S.	75/410,162	MI CASA ES SU CASA
	U.S.	813506	PRESTIGE
	G. Britain	1474851	SHIR-BACK
	U.S.	1678593	SHIR-BACK
	Canada	UCA028697	SHIR-BACK
	Germany	2056061	SHIR-BACK
	France	1702368	SHIR-BACK
U.S.	1734063	SHOWER-DRI	
U.S.	618865	SHOWERINGS	
U.S.	1347986	WINDECOR	
U.S.	737966	WUNDA LINER	

CHF Holdings, Inc. none

1999 JUN -9 P 4: 25

US PATENT &  
TRADEMARK OFFICE

ASSIGNMENT FOR SECURITY  
(TRADEMARKS)

WHEREAS, CHF INDUSTRIES, INC. or its predecessors-in-interest (collectively, the "Assignor") has adopted, intends to use or has used and is using the trademarks and service marks listed on the annexed Appendix, which trademarks and service marks are registered in the United States Patent and Trademark Office and/or trademark offices or the equivalent thereof in any State thereof, or any other country or political subdivision thereof or applications therefor have been filed (the "Trademarks");

WHEREAS, Assignor is obligated to The Bank of Nova Scotia, as agent (referred to herein as the "Assignee") for the lenders (the "Lenders") named in the Credit Agreement, dated May 7, 1999, among Assignor, the Lenders and the Assignee, as agent (as the same may be amended, restated, modified or supplemented from time to time, the "Credit Agreement"), and Assignor has entered into a Security Agreement and Mortgage-Intellectual Property dated the date hereof (the "Security Agreement") in favor of Assignee; and

WHEREAS, pursuant to the Security Agreement, Assignor has assigned to Assignee and granted to Assignee a security interest in, and mortgage on, all right, title and interest of Assignor in and to the Trademark Collateral, together with the goodwill of the business symbolized by the Trademark Collateral and the applications and registrations thereof, and all proceeds thereof, including, without limitation, 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;

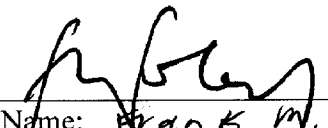
NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby further assign unto Assignee and grant to Assignee a security interest in, and mortgage on, the Collateral to secure the prompt payment, performance and observance of the Obligations.

Assignor does hereby further acknowledge and affirm that the rights and remedies of Assignee with respect to the assignment of, security interest in and mortgage on the 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 herein.

Assignee's address is One Liberty Plaza, New York, New York 10006.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of the 20<sup>th</sup> day of May 1999.

CHF INDUSTRIES, INC.

By:   
Name: Frank M. Foley, Jr.  
Title: President

STATE OF NEW YORK )  
 ) ss:  
COUNTY OF NEW YORK )

On this 20th day of May 1999, before me personally appeared Frank M. Foley, Jr., to me known, who, being by me duly sworn, did depose and say that he resides at 114 E. 90th St. Apt 9c NY NY 10128 and that he is President of CHF INDUSTRIES, INC. described in and which executed the foregoing instrument and that he signed his name thereto pursuant to such authority.

*Marion F. Figur*  
Notary Public

**MARION F. FIGUR**  
Notary Public, State of New York  
No. 31-4734652  
Qualified in New York County  
Commission Expires May 31, 2001

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