

09-01-1999

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To the Honorable Commissioner of Patents and Trad

or copy thereof.

1. Name of conveying party(ies):

Arion Sub, Inc.

- Individual Association
- General Partnership Limited Partnership

Corporation - State: Ohio

Other: _____

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

3. Nature of conveyance:

8-30-99

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

Execution Date: May 28, 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)

75/471,390

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 30, 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 May 28, 1999 between Arion Sub, Inc. an Ohio corporation (the "Mark Owner"), having a place of business at 2707 Toledo Avenue, Lorain, Ohio 44055, and BankBoston, N.A., as agent (the "Secured Party") for itself and certain other lenders under the Credit Agreement dated as of May 28, 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 Guarantee and Security Agreement dated as of May 28, 1999, as from time to time in effect (the "Guarantee and 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 Guarantee and Security Agreement.

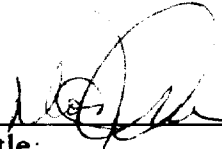
The Mark Owner and the Secured Party have executed this Memorandum effective as of the date first above written.

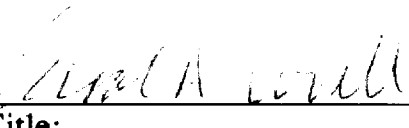
Mark Owner:

Secured Party:

LISN, Inc.

BANKBOSTON, N.A.,
as Agent under the Credit Agreement referred
to above

By  _____
Title:

By  _____
Title: MANAGING DIRECTOR

COLLATERAL

1. "Arion" Service Mark Application USPTO
Serial No. 75/471,390, Filing Date: April 21, 1998.