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SHEET 1

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

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02-18-2000

Owner of Patents and Trademarks. Please record the attached original documents or copy thereof.

U.S. Patent & TMO/TM Mail Rpt Dt. #64

Arion Sub, Inc.

- Individual(s)
- General Partnership
- Corporation-State Delaware
- 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: December 15, 1999

2. Name and address of receiving party(ies)

Name: Bankers Trust Company, as agent

Internal Address:

Street Address: 130 Liberty St.

City: New York State: NY ZIP: 10006

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

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)

75 / 471, 390

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Name: Laura Konrath

Internal Address: Winston & Strawn

33rd Floor

Street Address: 35 West Wacker Drive

City: Chicago State: IL ZIP: 60601

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

N/A

(Attach duplicate copy of this page if paying by deposit account)

03/14/2000 MCOOTES 00000129 75471390

01 FC:481

40.00 OP

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.

Laura Konrath

Name of Person Signing

Laura Konrath
Signature

2/4/00
Date

Total number of pages including cover sheet, attachments, and document: 1

Mail documents to be recorded with required cover sheet information to: Commissioner of Patents & Trademarks, Box Assignments

TRADEMARK REEL: 002039 FRAME: 0838

GRANT OF SECURITY INTEREST IN
UNITED STATES TRADEMARKS AND PATENTS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, ARION SUB, INC., a Delaware corporation (the "Grantor") with principal offices at 2707 Toledo Avenue, Lorain, Ohio, 44055, hereby grants to Bankers Trust Company, as Collateral Agent, with principal offices at 130 Liberty Street, New York, New York 10006 (the "Grantee"), a security interest in (i) all of the Grantor's right, title and interest in and to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all of the Grantor's right, title and interest in and to the United States patents (the "Patents") set forth on Schedule B attached hereto, in each case together with (iii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks and Patents, (iv) the goodwill of the businesses symbolized by the Marks and (v) all causes of action arising prior to or after the date hereof for infringement of any of the Marks and Patents or unfair competition regarding the same.

THIS GRANT is made to secure the full and prompt performance and payment of all the Obligations of the Grantor, as such term is defined in the Security Agreement between the Grantor, the other assignors party thereto and the Grantee, dated as of December 15, 1999 (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security

Agreement), the Grantee shall, upon such satisfaction, execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in and re-assigning the Marks and Patents acquired under this Grant.

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are without prejudice to, and are in addition to those set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned have executed this Grant of Security

Interest as of the 15th day of December, 1999.

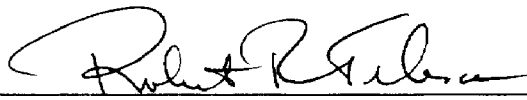
ARION SUB, INC.,
as Grantor

By 

Name: Donald Vanke

Title: President and C.E.O.

BANKERS TRUST COMPANY,
as Grantee

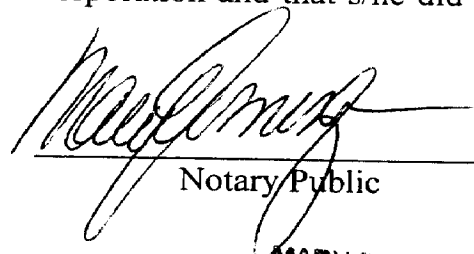
By 

Name: **ROBERT R. TELESCA**
ASSISTANT VICE PRESIDENT

Title: _____

STATE OF NY)
COUNTY OF NY) ss.:

On this 14 day of December, 1999 before me personally came ROBERT R. TELESMA who, being by me duly sworn, did state as follows: that s/he is ASST V.P. of Bankers Trust Company, that s/he is authorized to execute the foregoing Grant of Security Interest on behalf of said corporation and that s/he did so by authority of the Board of Directors of said corporation.



Notary Public

MARY E SOMOZA
Notary Public, State of New York
No. 4505761 Qual. in Kings Co.
Certificate filed in New York County
Commission Expires Dec. 31, 2001

U.S. Trademark Registration

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
"Arion"	75/471,390	April 21, 1998

U.S. Trademarks - Pending

<u>Mark</u>	<u>Serial</u>	<u>Filing Date</u>
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PATENT

PATENT NO.

ISSUE DATE

None