

07-14-2000



101404237

WRD
JUN 14

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger Change of Name
 - Other _____
- Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached
Execution Date
Month Day Year

Name ISG Resources, Inc.

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization _____

Receiving Party

Mark if additional names of receiving parties attached

Name Bank of America, N.A., as agent ("Administrative Agent")

DBA/AKA/TA 101 North Tryon Street, NG1-001-15-04

Composed of _____

Address (line 1) 101 North Tryon Street, NG1-001-15-04

Address (line 2) Bank of America Corporate Center

Address (line 3) Charlotte North Carolina 28255
City State/Country Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other banking institution
- Citizenship/State of Incorporation/Organization _____

FOR OFFICE USE ONLY

07/12/2000 BNGUYEN 00000174 75256274

01 FC:481 40.00 OP
02 FC:482 175.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practices. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1) JUN 14

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name Ingrid O. McClintock, Esq.

Address (line 1) McGuire, Woods, Battle & Boothe,

Address (line 2) Bank of America Corporate Center

Address (line 3) 100 North Tryon Street, Suite 2700

Address (line 4) Charlotte, North Carolina 28202

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

75/256,274

1,248,044 1,010,455 1,623,166

1,911,817 2,004,062 2,341,611

1,049,269

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)
Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Name of Person Signing

Ingrid O. McClintock

Signature

6/12/00

Date Signed

**ASSIGNMENT OF SECURITY INTEREST
IN UNITED STATES PATENTS AND TRADEMARKS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, ISG RESOURCES, INC., a Utah corporation (the "Assignor"), having its chief executive office at 136 E. South Temple, Suite 1300, Salt Lake City, Utah 84111, hereby assigns and grants to BANK OF AMERICA, N.A. (formerly known as NationsBank, N.A.), as Administrative Agent (in such capacity, the "Administrative Agent"), with offices at NC1-001-15-04, 101 North Tryon Street, Charlotte, North Carolina 28255, a security interest in (all of which are herein collectively referred to as the "PTO Collateral") (i) all of the Assignor's right, title and interest in and to the United States trademarks, trademark registrations and trademark applications set forth on Schedule A attached hereto (the "Marks"), (ii) all of the Assignor's right, title and interest in and to the United States patents set forth on Schedule B attached hereto (the "Patents"), 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 ASSIGNMENT is made to secure the full and prompt performance and payment of all the Secured Obligations of the Assignor, as such term is defined in the Amended and Restated Pledge and Security Agreement, dated as of May 26, 2000, among the Assignor, the Administrative Agent and the other parties thereto (as amended, restated, modified or supplemented from time to time, the "Security Agreement"). Upon the satisfaction of the conditions set forth in Section 2.08(b) of the Security Agreement, the Administrative Agent shall execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the PTO Collateral acquired under this Assignment.

THIS ASSIGNMENT has been granted in conjunction with the security interest granted to the Administrative Agent for the benefit of the Secured Parties under the Security Agreement. The rights and remedies of the Administrative Agent 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 provision of this Assignment is deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

IN WITNESS WHEREOF, the undersigned have executed this Assignment as of the
day of _____, 2000.

ISG Resources, Inc., as Assignor

By: [Signature]
Title: CEO, Treasurer & ASST. Secretary

STATE OF UTAH
County OF SALT LAKE

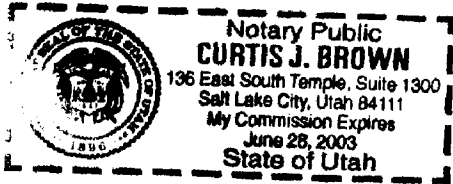
The foregoing instrument was acknowledged before me this 25th day of
MAY, 2000 by J.I. Everest II as
CEO, Treasurer of ISG Resources, Inc., a UTAH
corporation, on behalf of the corporation.

My commission expires:

Notarial Seal

[Signature]

Notary Public



Bank of America, N.A.,
as Administrative Agent

By: [Signature]
Title: Principal

TRADEMARKS AND TRADEMARK APPLICATIONS

<u>Serial No. or Registration No.</u>	<u>Mark</u>
1,248,044	ORBALOID
1,010,455	POZICON
1,623,166	ENVIRA-CEMENT
1,911,817	FLO FIL
2,004,062	C-STONE
2,341,611	ALKA PHIX
75/256,274	COAL BYPRODUCTS & DESIGN
1,049,269	STA-BLEND

PATENTS AND PATENT APPLICATIONS

<u>Serial No. or Patent No.</u>	<u>Description</u>
5,433,520	Apparatus for Continuously Processing Particulate Cementitious Material & Fly Ash Solids, Etc.
08,573,043	Method of Stabilizing Odors in Manure
5,040,900	Sludge Sabilizing Method & Apparatus
5,601,643	Study of Patent: Silvertrim et al—Drexel University
5,749,308	New Carbon Burn Out Technology
5,840,179	Ultrasonic & Conditioning & Wet Fly Ash
5,988,396	Ultrasonic Conditioning & Wet Fly Ash
60/155,861	Masonry Cement Compositions
60/188,737	Carbon Scavenger Fly Ash Pretreatment