

10-19-2000



101491626

10-3-00

**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 Assignment of Security Interest

Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached
Execution Date
Month Day Year
07142000

Name Cambridge Acquisition Corp.

Formerly

1924349

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

Receiving Party

Mark if additional names of receiving parties attached

Name Bank of America, N.A.

DBA/AKA/TA

Composed of

Address (line 1) 1455 Market Street, 12th Floor

Address (line 2)

Address (line 3) San Francisco

California

94103-1399

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership
- Corporation Association
- Other Commercial Bank

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.)

Citizenship/State of Incorporation/Organization North Carolina

FOR OFFICE USE ONLY

10/18/2000 NTHA11 00000030 1924349

01 FC:481
02 FC:482

40.00 OP
150.00 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 Practice. 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
TRADEMARK

REEL: 002157 FRAME: 0077

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

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

#

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

*See attached

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)

| | | |
|----------------------|----------------------|----------------------|
| <input type="text"/> | <input type="text"/> | <input type="text"/> |
| <input type="text"/> | <input type="text"/> | <input type="text"/> |
| <input type="text"/> | <input type="text"/> | <input type="text"/> |

| | | |
|----------------------|----------------------|----------------------|
| <input type="text"/> | <input type="text"/> | <input type="text"/> |
| <input type="text"/> | <input type="text"/> | <input type="text"/> |
| <input type="text"/> | <input type="text"/> | <input type="text"/> |

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.

John Scheibeler, Esq.
White & Case Reg. No. 35,346

21 Sept 2000

Name of Person Signing

Signature

Date Signed

MARK

REG. NO.

REG. DATE

See Attached

ATTACHMENT A TO ASSIGNMENT OF TRADEMARKS

REGISTERED
TRADEMARKS AND APPLICATIONS

| Mark | Country | Registration # | Status |
|--|---|---|---|
| CAMBRIDGE INDUSTRIES and Design | U.S. | 1,924,349 | Issued |
| EMPELFLEX | U.S. Canada Mexico | (580,892) 499,865 531,381 | Abandoned 9/9/99 Registered Abandoned 9/8/99 |
| CAMBRIDGE WHERE SOLUTIONS TAKE SHAPE | U.S. Canada Argentina Mexico Brazil Europe | 2,015,011 TMA 482,533 2,146,551 317,659 571,468 317659 | Issued Issued Registered Registered Pending Accepted |
| CAMBRIDGE WHERE SOLUTIONS TAKE SHAPE and Design | U.S. Canada | 2,015,012 (797,716) | Issued Pending |
| TWIN-TINT | U.S. | 709,167 | Issued |
| PLASTI-KROME | U.S. | 680,593 | Issued |
| ANCHOR PLASTICS COMPANY and Design | U.S. | 410.308 | Issued |
| *Service mark for "custom manufacture of plastic goods to the order and specification of others", "custom design of plastic goods to the order and specification of others." | | | |
| **Trademark for "substrate composite sheet material comprised primarily of plastic and fiber for use in manufacturing." | | | |

GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Cambridge Acquisition Corp., a Delaware corporation (the "Grantor") with principal offices at 550 Town Center Drive, Dearborn, Michigan 48126, hereby assigns and grants to Bank of America, N.A., as Administrative Agent, with offices at 1455 Market Street, 12th floor, San Francisco, California 94103-1399 (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 Proceeds (as such term is defined in the Guarantee and Collateral Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in the Guarantee and Collateral Agreement among the Grantor, the other grantors from time to time party thereto and the Grantee, dated as of April 30, 1997, as amended and restated as of October 13, 1998, and as further amended and restated as of July 14, 2000 (as amended from time to time, the "Guarantee and Collateral Agreement"). Upon the termination and satisfaction of the Guarantee and Collateral Agreement, the Grantee shall, upon such termination and satisfaction, execute, acknowledge and deliver to the Grantor an instrument in writing releasing the security interest in the Marks acquired under this Grant.

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Guarantee and Collateral Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Guarantee and Collateral 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 Guarantee and Collateral Agreement, the provisions of the Guarantee and Collateral Agreement shall govern.

* * *

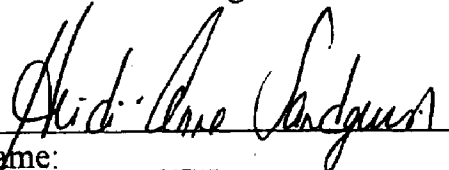
IN WITNESS WHEREOF, the undersigned have executed this Grant as of the

14th day of July, 2000.

CAMBRIDGE ACQUISITION CORP., as Grantor

By 
Name:
Title:

BANK OF AMERICA, N.A.,
as Administrative Agent and Grantee

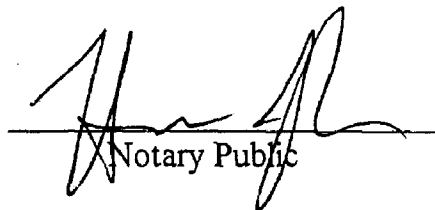
By 
Name: HEIDI-ANNE SANDQUIST
Title: VICE PRESIDENT

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

On this 14th day of July, 2000, before me personally came _____

Edward Corlett who, being by me duly sworn, did state as follows: that he is
Exec. Vice President
& Chief Financial of Cambridge Acquisition Corp., that he is authorized to execute the foregoing
officer

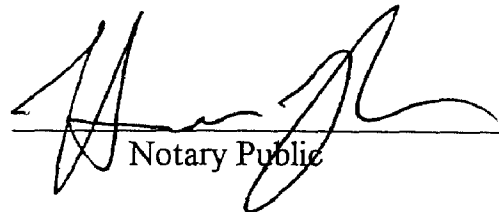
Grant on behalf of said corporation and that he did so by authority of the Board of Directors
of said corporation.


Notary Public

HARRISON PIERCE
Notary Public, State of New York
No. 01PI6037910
Qualified in New York County
Commission Expires Feb. 28, 2002

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

On this 14th day of July, 2000, before me personally came _____
Heidi-Anne Sandquist who, being by me duly sworn, did state as follows: that she is
Vice President of Bank of America, N.A. that she is authorized to execute the foregoing
Grant on behalf of said corporation and that she did so by authority of the Board of Directors of
said corporation.



Notary Public

HARRISON PIERCE
Notary Public, State of New York
No. 01PI6037910
Qualified in New York County
Commission Expires Feb. 28, 2002