

02-16-2001

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027



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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

2116101

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

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
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

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

DBA/AK/A/T/A

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

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

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.)

FOR OFFICE USE ONLY

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01 FC:461 40.00 DP
02 FC:442 750.00 DP

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: 002236 FRAME: 0522

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)

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)

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.

David H. McLain, Esquire

Name of Person Signing

David H. McLain

Signature

2/14/01

Date Signed

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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 the Assignment.)

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)

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Registration Number(s)

1,691,355	2,183,845	1,841,285
2,185,718	2,098,631	641,668
1,540,142	1,352,475	1,204,309
1,185,464	2,185,719	2,168,030
444,709	747,169	1,442,763
1,872,082	1,905,325	<input type="text"/>
1,145,647	2,332,569	<input type="text"/>

Assignment for Security

Trademarks

WHEREAS, ANAHEIM MANUFACTURING COMPANY, INC., a Delaware corporation (herein referred to as "Assignor"), has adopted, used and is using the trademarks listed in Schedule 1-A attached hereto and made a part hereof, which trademarks are registered or pending registration in the United States Patent and Trademark Office, and has adopted, used and is using the common law trademarks and trade names listed in Schedule 1-B attached hereto and made a part hereof (collectively, the "Trademarks");

WHEREAS, Assignor is obligated to THE CIT GROUP/BUSINESS CREDIT, INC., a Delaware corporation (herein referred to as "Assignee"), and has entered into a Trademark and Patent Security Agreement dated the date hereof (the "Agreement") in favor of Assignee; and

WHEREAS, pursuant to the Agreement, Assignor has assigned to Assignee and granted to Assignee a security interest in, and mortgage on, all right, title and interest to Assignor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks 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, all as more fully described in the Agreement (the "Collateral"), to secure the payment, performance and observance of the Obligations, as defined in the 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.

Handwritten signature and circled word "collateral"

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 Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

Assignee's address is 1211 Avenue of the Americas, New York, New York 10036.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be duly executed by its duly authorized officer as of the 13th day of December, 2000.

ANAHEIM MANUFACTURING COMPANY

By: Joseph G. May
Joseph G. May, Executive Vice President

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

On this 13th of December, 2000, before me personally came Joseph G. May, to me known, who being duly sworn, did depose and say, that he is the Executive Vice President of Anaheim Manufacturing Company, the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by order of the Board of Directors of said corporation.

Indra Bedasie
Notary Public

INDRA BEDASIE
Notary Public, State of New York
No. 01BE6014602
Qualified in Queens County
Certificate filed in New York County
Commission Expires Oct. 19, 2002

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SCHEDULE 1-A

U.S. Registered Trademarks and Pending Applications

Mark	Country	Registr. No. (App. No.)	Registr. Date (App. Date)	Status/Comments
BONE CRUSHER	United States	1,895,905 (74/508,871)	5/30/1995 (4/4/1994)	Registered
CABRIOLET	United States	(75/757,949)	(7/22/1999)	Pending
CLEAN-MASTER	United States	2,185,720 (75/313,015)	9/1/1998 (6/23/1997)	Registered
COMMANDER and Design	United States	1,833,658 (74/336,913)	5/3/1994 (12/4/1992)	Registered
CUSTOM SERIES	United States	1,827,216 (74/331,461)	3/22/1994 (11/16/1992)	Registered
D and Design	United States	2,271,070 (75/336,913)	8/17/1999 (8/6/1997)	Registered
FOR PROS ONLY	United States	2,326,776 (75/711,125)	3/7/2000 (5/24/1999)	Registered
HUSH	United States	748,699 (71/138,563)	4/30/1963 (2/23/1962)	Registered
HUSH MASTER	United States	831,746 (72/259,384)	7/11/1967 (11/25/1966)	Registered
HUSH-CUSHION (Stylized Letters)	United States	595,854 (71/655,659)	9/28/1954 (11/2/1953)	Registered
INSTANT 190	United States	1,691,355 (74/109,961)	6/9/1992 (10/29/1990)	Registered
MYD	United States	2,185,718 (75/313,013)	9/1/1998 (6/23/1997)	Registered
PLUMB E-Z	United States	1,540,142 (73/752,637)	5/23/1989 (9/19/1988)	Registered
PLUMB-GOODIES	United States	1,185,464 (73/266,010)	1/12/1982 (6/12/1980)	Registered
PRO WHIRLWAY and Design	United States	(75/887,449)	(1/5/2000)	Pending-Intent to use
PULVERATOR	United States	444,709 (71/521,873)	7/29/1952 (5/5/1947)	Registered
QUICK & HOT	United States	1,872,082 (74/333,386)	1/3/1995 (11/23/1992)	Registered-Supplemental Register
RAM JAM	United States	(76/115,349)	(8/23/200)	Pending

Mark	Country	Registr. No. (App. No.)	Registr. Date (App. Date)	Status/Comments
SENTINEL SERVICE PARTS and Design	United States	1,145,647 (73/171,504)	1/13/1981 (5/22/1978)	Registered
SHRED-ALL	United States	2,183,845 (75/313,016)	8/25/1998 (6/23/1997)	Registered
SINKMASTER SPECIAL EDITION	United States	2,098,631 (74/733,046)	9/23/1997 (9/22/1995)	Registered
SINKMASTER	United States	1,352,475 (73/522,297)	8/6/1985 (2/14/1985)	Registered
SINKMATE	United States	2,185,719 (75/313,014)	9/1/1998 (6/23/1997)	Registered
SUPER HUSH	United States	747,169 (72/139,169)	3/26/1963 (3/5/1962)	Registered
THE PERFORMANCE LEADER	United States	1,905,325 (74/508,872)	7/18/1995 (4/4/1994)	Registered
VORTEX POWERED	United States	2,332,569 (75/688,886)	3/21/2000 (4/22/1999)	Registered
WASTE KING	United States	1,841,285 (74/333,387)	6/21/1994 (11/23/1992)	Registered
WASTE KING	United States	641,668 (72/007,251)	2/19/1957 (4/27/1956)	Registered
WASTE KING	United States	1,204,309 (73/325,994)	8/10/1982 (8/31/1981)	Registered
WASTE KING PROFESSIONAL	United States	2,168,030 (75/067,449)	6/23/1998 (3/4/1996)	Registered
WHIRLAWAY and Design	United States	1,442,763 (73/627,214)	6/16/1987 (10/20/1986)	Registered

SCHEDULE 1-B

U.S. Common Law Trademarks and Trade Names

NONE

SPECIAL POWER OF ATTORNEY

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

KNOW ALL MEN BY THESE PRESENTS, that ANAHEIM MANUFACTURING COMPANY, having an office at 4240 East LaPalma Avenue, Anaheim, California 92807 (hereinafter "**Borrower**"), hereby appoints and constitutes THE CIT GROUP/BUSINESS CREDIT, INC. ("**Lender**"), and each officer thereof, its true and lawful attorney, with full power of substitution and with full power and authority to perform the following acts on behalf of Borrower:

1. Execution and delivery of any and all agreements, documents, instruments of assignment, or other papers which Lender, in its sole discretion, deems necessary or advisable for the purpose of assigning, selling, or otherwise disposing of all of right, title, and interest of Borrower in and to any trademarks or patents and all registrations, recordings, reissues, continuations, continuations-in-part, extensions, and renewals thereof, or for the purpose of recording, registering and filing of, or accomplishing any other formality with respect to the foregoing.
2. Execution and delivery of any and all documents, statements, certificates or other papers which Lender, in its sole discretion, deems necessary or advisable to further the purposes described in subparagraph 1 hereof.

This Power of Attorney is made pursuant to a Trademark and Patent Security Agreement between Borrower and Lender of even date herewith (the "**Security Agreement**") and may not be revoked until indefeasible payment in full of all Borrower's "**Obligations**", as such term is defined in the Security Agreement. Notwithstanding the foregoing, this Power of Attorney may not be exercised until the occurrence of an Event of Default as defined in the Security Agreement.

Dated as of December 13, 2000

ANAHEIM MANUFACTURING COMPANY

By: Joseph G. May
Joseph G. May, Executive Vice President

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

On this 13 day of December, 2000, before me personally came Joseph G. May, to me known, who being duly sworn, did depose and say, that he is the Executive Vice President of Anaheim Manufacturing Company, the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by order of the Board of Directors of said corporation.

Indra Bedasie
Notary Public

INDRA BEDASIE
Notary Public, State of New York
No. ~~0136~~ 6014602
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Certificate filed in New York County
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