

01-08-2002



Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

101936543

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): BANK OF AMERICA CANADA 1507
Individual(s) Association
General Partnership Limited Partnership
Corporation-State
Other A Bank
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Bank of America, National Association
Internal Address:
Street Address: 200 Front Street, Suite 2700
City: Toronto, ON State: Canada Zip: M5V 3L2
Individual(s) citizenship
Association
General Partnership
Limited Partnership
Corporation-State
Other A National Banking 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

3. Nature of conveyance:
Assignment Merger
Security Agreement Change of Name
Other Assignment of Security Agreement
Execution Date: January 1, 2002

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
See attached Schedule - U.S.A. Trade-marks
2275689
Additional number(s) attached Yes No

B. Trademark Registration No.(s)
See attached Schedule - U.S.A. Trade-marks

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: OGILVY RENAULT
Internal Address: Attn: Joan M. Van Zant
Street Address: 1981 McGill College Avenue
Suite 1600
City: Montreal, PQ State: Canada Zip: H2A 2Y3

6. Total number of applications and registrations involved: 2
7. Total fee (37 CFR 3.41) \$ 65.00
Enclosed
Authorized to be charged to deposit account
8. Deposit account number: 195113
(Attach duplicate copy of this page if paying by deposit account)

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.
Joan M. Van Zant
Name of Person Signing Signature Date
January 7, 2002
Total number of pages including cover sheet, attachments, and document: 6

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

01/08/2002 6TDM11 00000129 195113 2275689

01 FC:481 40.00 CH
02 FC:482 25.00 CH

TRADEMARK REEL: 002417 FRAME: 0747

Metcraft, Inc.

**Schedule – U.S.A.
Trade-marks**

Trade-mark	Appl'n/Reg'n No.
FLEXFLUSH	2,275,689
TIDALFLUSH	2,245,842

Trade-mark License Agreement

Licensors	Description of License Agreement	Licensee under Agreement
Cantrell Industries, Inc.	Patent, Trademark and Technology License Agreement made as of March 12, 1999	"POWER SOAK" "POWER SOAK NQA 3 YEAR WARRANTY"

**ASSIGNMENT
OF
SECURITY AGREEMENT**
(Trade-marks)

This agreement ("Agreement") dated as of January 1, 2002, between:

Bank of America Canada, a bank duly constituted under Schedule II of the Bank Act (Canada) and having its principal place of business at 200 Front Street West, Suite 2700, Toronto, Ontario, Canada M5V 3L2, hereinafter the "**Assignor**"; and

Bank of America, National Association, a national banking association authorized to carry on business in Canada as an "authorized foreign bank" under the Bank Act (Canada) and having its principal place of business at 200 Front Street West, Suite 2700, Toronto, Ontario, Canada M5V 3L2, hereinafter the "**Assignee**";

WITNESSETH

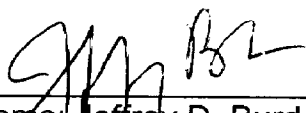
WHEREAS Assignor, is the collateral agent (the "Agent") in a loan agreement with **Metcraft, Inc.** (the "Grantor") and also in the related security agreement dated November 15, 2000, which agreement includes as collateral all of the trade-marks and the trade-mark license agreement listed in the attached schedule(s);

NOW THEREFORE Assignor hereby declares that for good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, **Assignor** hereby sells, assigns and transfers unto **Assignee**, its successors and assigns, the sole and entire right, title and interest in and to the said security agreement in Canada, the United States of America and all other countries;

Assignor and Assignee hereby appoint **OGILVY RENAULT** whose complete address in Canada is Suite 1600, 1981 McGill College Avenue, Montréal, Québec, Canada H3A 2Y3, Tel. (514) 845-7126, Fax. (514) 288-8389, as their agents to proceed with the recordal of this assignment in the relevant government offices in respect of all of the Trade-marks set out in the attached schedule(s).


Signed at Toronto, Ontario, this 1st day of January 2002.

Bank of America Canada

Per 
Name: Jeffrey D. Burdon
Title: Vice President

2001. Signed at Toronto, Ontario, this 31st day of December

Bank of America, National Association

Per 
Name: Ned Cox
Title: Authorized Signing Officer

Metcraft, Inc.

**Schedule – Canada
Trade-marks**

Trade-mark	Appl'n/Reg'n No.
FLEXFLUSH	TMA536,341
TIDALFLUSH	TMA530,946

Trade-mark License Agreement

Licensor	Description of License Agreement	Licensee under Agreement
Cantrell Industries, Inc.	Patent, Trademark and Technology License Agreement made as of March 12, 1999	"POWER SOAK" "POWER SOAK NQA 3 YEAR WARRANTY"