

01-08-2002



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RE: 1

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

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

PO 8-1

1. Name of conveying party(ies): BANK OF AMERICA CANADA 1-5-02
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
Additional number(s) attached Yes No

B. Trademark Registration No.(s) See attached Schedule - U.S.A. Trade-marks
76007128

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: 20
7. Total fee (37 CFR 3.41): \$ 515.00
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 Signature Date January 7, 2002

Total number of pages including cover sheet, attachments, and document: 10

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

01/08/2002 6TON11 00000137 195113 76007128

01 FC:481 40.00 CH
02 FC:482 475.00 CH

TRADEMARK REEL: 002418 FRAME: 0111

**Emco Limited**

**Schedule – U.S.A.  
Trade-marks**

**Trade-mark** **Appl'n/Reg'n No.**

**Marks listed in Security Agreement**

EVEREST	S/N 76/007,128
DAKOTA	2,280,958
WEATHER-TITE	2,280,958
ENERMAX	2,280,721
GRIPGARD	2,231,310
MIRAGE	2,250,711
HARMONY	2,233,166
REGINOX	1,883,458
ECLIPSE	1,923,662
BP REMODELING CENTER	2,021,236
ENDU-TECH	1,892,917
TEMPUS	1,320,555
ELAN	1,345,940
EASY SEAL	1,345,924
SUCCESSOR	1,077,247

**New Marks**

NIAGARA	S/N 76/195,116
MONTE CARLO	S/N 76/159,668
MOSAIC	S/N 76/159,667
FIELDBROOK	1,887,910
EASY CLAMP	1,416,398

**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**

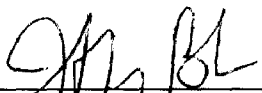
**WHEREAS Assignor**, is the collateral agent (the "Agent") in a loan agreement with **Emco Limited** (the "Grantor") and also in the related security agreement dated November 15, 2000, which agreement includes as collateral all of the trade-marks listed in the attached schedule(s);

**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).

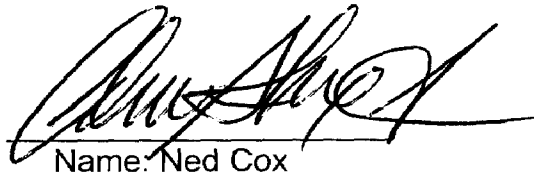
Signed at Toronto, Ontario, this 1<sup>st</sup> day of January 2002.

Bank of America Canada

Per   
Name: Jeffrey D. Burdon  
Title: Vice President

2001. Signed at Toronto, Ontario, this 21<sup>st</sup> day of December

Bank of America, National Association

Per   
Name: Ned Cox  
Title: Authorized Signing Officer

**Emco Limited**  
**Schedule – Canada**  
**Trade-marks**

<b>Trade-mark</b>	<b>Appl'n/Reg'n No.</b>
<b>Marks listed in Security Agreement</b>	
WEATHERTEX	UCA012,798
TITE-ON	UCA041,163
GRIP-LOK	UCA041,552
INSUL-SHEATHING	UCA041,574
AIR-VENT	UCA043,706
BURFALT	UCA043,755
EMCO	TMDA030,270
ROOFMASTER	TMA100,989
EXCEL-BOARD	TMA112,374
FISSURSTONE	TMA114,202
MINERALITE	TMA120,898
FISSURTEX	TMA126,340
GLASGUARD	TMA141,959
BP & DESIGN	TMA142,500
WB DESIGN	TMA148,664
WS DESIGN	TMA149,187
EMCO & DESIGN	TMA162,631
CENTURY	TMA165,649
CITADEL	TMA167,094
STARBURST	TMA173,650
TRADITION	TMA173,655

CYGNET	TMA180,144
EMCO	TMA186,262
SELKIRK	TMA186,849
MEDWAY	TMA186,850
PRO-LINE	TMA191,103
ESFEN	TMA191,798
ESTEEM	TMA196,258
ESGARD	TMA196,772
ESCLAD	TMA208,892
TIARA	TMA213,140
CCTF	TMA222,264
WF DESIGN	TMA236,575
JASON	TMA248,190
TITE-LOK	TMA277,804
THE ENERGY ENVELOPE	TMA281,942
HELP'N HAND	TMA282,546
MAINLINE	TMA283,997
CENTURY II	TMA286,345
DURA-FLEX	TMA292,294
SPECRITE	TMA319,776
TECHNOLOGY AT YOUR FINGERTIPS	TMA321,017
PRO-TEC	TMA322,155
WESMECH TECHNICAL SALES	TMA324,375
MONTE CARLO	TMA326,577
MANDARIN	TMA326,686
MARQUIS	TMA328,298

ELLEGRO	TMA342,028
ELITE	TMA346,218
BITUBASE	TMA347,924
BITUBASE GL	TMA347,925
JETT LINEHAUL	TMA349,292
MAINLINE	TMA351,835
THE ENSUITE	TMA361,057
VALU-THERM	TMA361,090
BP	TMA375,807
SIGNATURE	TMA380,729
THE ART OF ROOFSCAPING & DESIGN	TMA389,703
THE ART OF ROOFSCAPING	TMA396,376
L'ART DE DÉCORER SON TOIT & DESIGN	TMA396,377
L'ART DE DÉCORER SON TOIT	TMA396,742
SUPER-LOK	TMA402,607
SERENITY	TMA402,713
CENTURY ROBINSON	TMA411,535
ENDU-TECH	TMA420,304
PARISIAN	TMA420,305
ETERNITY	TMA420,306
ELEGANCE	TMA420,487
DESIGNAIRE	TMA420,658
RENORATE	TMA422,971
VAPOREX	TMA423,136
RAMPART	TMA423,137

PROGARD	TMA423,140
LO/SLOPE	TMA423,918
STYLUS	TMA424,972
NATURALLE	TMA424,978
ECLIPSE	TMA431,022
GLASSGARD	TMA435,145
EXPRESSWAY DELIVERY SERVICE	TMA442,274
MULTI-PURPOSE ROLL & DESIGN	TMA445,279
ECOPAR 2000	TMA451,345
1ST CHOICE COUNTER & DESIGN	TMA462,651
QUALITY ALWAYS EMCO'S COMMITMENT & DESIGN	TMA467,584
WHS & DESIGN	TMA490,217
GRIPGARD	TMA491,712
WET FIX	TMA495,148
EMCO RETAIL SERVICES & DESIGN	TMA495,619
HARMONY	TMA496,946
MIRAGE	TMA496,948
JULMAR	TMA497,932
QUALITÉ D'ABORD & DESIGN	TMA499,664
BREAKAWAY DESIGN	TMA501,083
ENERMAX	TMA504,803
DAKOTA	TMA506,527
WEATHER-TITE	TMA506,528
SOURCE EMCO	TMA506,867
SOURCE & DESIGN	TMA513,221



WAMCO	TMA523,770
EMCO ON-LINE	TMA536,848
CCTF DESIGN	TMA539,244
EMCO LIMITED DESIGN	TMA541,810
EVEREST	S/N 1,033,116

**New Marks**

MONTE CARLO	S/N 1,080,695
MOSAIC	S/N 1,080,540
MYSTIQUE	TMA330,147