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RECORD

TRADemarks ONLY

11-01-2002
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10-15-02

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

1. Name of conveying party(ies):
Nicolon Corp.

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: October 3, 2002

2. Name and address of receiving party(ies)
Name: Carlisle Intangible Company
Internal Address: _____
Street Address: 250 S. Clinton Street, Suite 201
City: Syracuse State: NY ZIP: 13202-1258
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):
Registered Trademarks: MIRACLAY, 1,999,245; MIRADRAIN, 1,733,035; MIRADRI, 1,697,269; MIRADRI, 2,363,782; WIP, 1,973,072; EZ-FLASH, 2,556,406; EZ-ROOF, 2,565,543; AQUASEL (stylized), 1,322,169; **Applications:** MIRASEAL, 76/436,986; MIRASEAL, 76/436,792; AQUADUCT, 76/316,786; and AQUASEAL, 76/316,785

If this document is being filed together with a new application, the execution date of the application is:

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Gregory J. Lunn
Internal Address: WOOD, HERRON & EVANS, L.L.P.
Street Address: 2700 Carew Tower
441 Vine Street
City: Cincinnati State: OH ZIP: 45202

6. Total number of applications and trademarks involved:
_____ 1 _____

7. Total fee (37 CFR 3.41):.....\$ 40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
. 23-3000
(Attach duplicate copy of this page if paying by deposit account)

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DO NOT USE THIS SPACE

01 Ff:18521 40.00 OP
02 Ff:18522 275.00 CH

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.

Gregory J. Lunn
Name of Person Signing

Signature

Date

10/8/02

Total number of pages including cover sheet: 3

OMR No. 0651-0011 (exp. 4/94)

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Mail documents to be recorded with required cover sheet information to:

**Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231**

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PD2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20253.

TRADEMARK ASSIGNMENT

WHEREAS, Nicolon Corporation, a Georgia corporation, residing at 365 South Holland Drive, Pendergrass, GA 30567 (hereinafter "Assignor") owns all right, title and interest in and to the trademarks listed in the attached Exhibit A (hereinafter "Trademarks").

WHEREAS, Carlisle Intangible Company, a Delaware corporation, having its principal place of business at Suite 201, 250 South Clinton Street, Syracuse, New York 13202-1258 (hereinafter "Assignee") desires to acquire all right, title and interest in and to said Trademarks along with the goodwill associated therewith;

IT IS HEREBY AGREED that for good and valuable consideration sufficiency and receipt of which is hereby acknowledged, Assignor does assign to Assignee all right, title and interest to said Trademarks as well as the goodwill associated with said Trademarks, including the registrations and pending applications.

NICOLON CORPORATION

By: *John P. Cahill*

Name: John P. Cahill

Title: Vice President

STATE OF Texas)
COUNTY OF Harris) SS:

On the 3rd day of October, 2002, before me personally appeared John P. Cahill, personally known, who, being duly sworn, did say that the foregoing instrument was executed on behalf of Nicolon Corporation by authority of the Board of Directors and said John P. Cahill acknowledged the instrument to be the free act and deed of Nicolon Corporation.



Veronica A. Miller
Notary Public

(SEAL)

EXHIBIT A

REGISTERED TRADEMARKS

<u>Mark</u>	<u>Registration No.</u>	<u>Filing Date</u>	<u>Registration Date</u>
MIRACLAY	1,999,245	03/01/95	09/10/96
MIRADRAIN	1,733,035	08/06/91	11/17/92
MIRADRI	1,697,269	08/06/91	06/30/92
MIRADRI	2,363,782	08/12/98	07/04/00
WIP	1,973,072	06/27/95	05/07/96
EZ-FLASH	2,556,406	08/07/98	04/02/02
EZ-ROOF	2,565,543	08/07/98	04/30/02
AQUASEL (stylized)	1,322,169	08/26/83	02/26/85

<u>Mark</u>	<u>Application No.</u>	<u>Filing Date</u>
MIRASEAL	76/436,986	08/02/02
MIRASEAL	76/436,792	08/02/02
AQUADUCT	76/316,786	09/20/01
AQUASEAL	76/316,785	09/20/01