

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)
Tab settings ⇨ ⇨ ⇨ ▼ ▼ ▼ ▼ ▼ ▼ ▼

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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.

1. Name of conveying party(ies):

Thermadyne Industries, Inc.

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other _____
- Association
- Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: May 23, 2003

2. Name and address of receiving party(ies)

Name: Deutsche Bank Trust
Internal Company Americas (in its capacity
Address: as Collateral Agent)

Street Address: 280 Park Avenue
City: New York State: NY Zip: 10017

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____
- Other New York Banking Corporation

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

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) _____
1540263 1585328 1585307 2030221

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Christine F. Benton
Internal Address: Clifford Chance US LLP

Street Address: 200 Park Avenue

City: New York State: NY Zip: 10166

6. Total number of applications and registrations involved: _____

7. Total fee (37 CFR 3.41).....\$ 115

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

18-1843

DO NOT USE THIS SPACE

9. Signature.

Christine F. Benton

Name of Person Signing

C.F. Benton
Signature

6/4/03

Date

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

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

TRADEMARK SECURITY AGREEMENT

TRADEMARK SECURITY AGREEMENT, dated as of May 23, 2003, by THERMADYNE INDUSTRIES, INC., a Delaware corporation (the "Grantor"), in favor of DEUTSCHE BANK TRUST COMPANY AMERICAS, in its capacity as Collateral Agent, for the benefit of itself and the New Term Lenders (the "Agreement").

WHEREAS, the Grantor (1) has adopted, used and is using, or (2) has intended to use and filed an application indicating that intention, but has not yet filed an allegation of use under Section 1(c) or 1(d) of the Trademark Act, or (3) has filed an application based on an intention to use and has since used and has filed an allegation of use under Section 1(c) or 1(d) of the Trademark Act, the trademarks, trade names, trade styles and service marks listed on the annexed Schedule 1-A, which trademarks, trade names, trade styles and service marks are registered in the United States Patent and Trademark Office (the "PTO") (collectively, the "Trademarks"); and

WHEREAS, pursuant to the Credit Agreement, the Grantor has entered into that certain Security Agreement, dated as of May 23, 2003 (as the same may be amended, amended and restated, supplemented or otherwise modified, renewed or replaced from time to time, the "Security Agreement", the terms defined therein and not otherwise defined herein being used herein as therein defined) in favor of the Collateral Agent, for the benefit of itself and the New Term Lenders; and

WHEREAS, pursuant to the Security Agreement, the Grantor has granted to Collateral Agent, for the benefit of itself and the New Term Lenders, a security interest in all right, title and interest of the Grantor in and to the Trademarks, together with all prints and labels on which said Trademarks have appeared or appear, designs and general intangibles of like nature, now existing or hereafter adopted or acquired, and the goodwill of the business symbolized by the Trademarks and the applications, registrations and recordings in the PTO or in any similar office or agency of the United States of America, any State thereof, or any other country or any political subdivision thereof, all whether now or hereafter owned or licensable by the Grantor, and all reissues, extensions or renewals thereof, all Trademark Licenses and all proceeds of all of the foregoing, including, without limitation, any claims by the Grantor against third parties for infringement thereof (the "Collateral"), to secure the payment and performance of the Obligations.

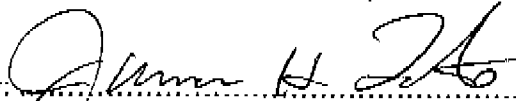
NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Grantor does hereby further confirm, and put on the public record, its grant to the Collateral Agent, for the benefit of itself and the New Term Lenders, of a security interest in and mortgage on the Collateral to secure the prompt payment and performance of the Obligations.

The Grantor does hereby further acknowledge and affirm that the rights and remedies of Collateral Agent, for the benefit of itself and the New Term Lenders, with respect to the grant of, security interest in and mortgage on the Collateral made hereby are more fully set forth in the Security Agreement; the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

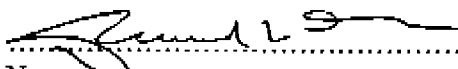
The Collateral Agent's address is Deutsche Bank Trust Company Americas Corporate Trust & Agency Services – MS NYC03-0912, 280 Park Avenue, New York, NY 10017.

IN WITNESS WHEREOF, the parties hereto duly executed or caused this Supplement to the Security Agreement to be duly executed as of [7/1] the date written above

THERMADYNE INDUSTRIES, INC.

By: 
Name: **James H. Tate**
Title: **Senior Vice President**

**DEUTSCHE BANK TRUST COMPANY
AMERICAS**

By: 
Name: **RICHARD L. BUCHWALTER**
Title: **VICE PRESIDENT**

STATE OF New York)
) ss.:
COUNTY OF New York)

On this 22nd day of May, 2003, before me personally appeared James H. Tate, to me known, who, being by me duly sworn, did depose and say that he/she resides at 17605 Lasandra Dr., Chesterfield, MO 63005 and that he/she is Senior Vice President of the Grantor; that he/she knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was affixed pursuant to authority of the Board of Directors of said corporation and that he/she signed his/her name thereto in his/her capacity as an authorized officer of said corporation pursuant to such authority.

Patricia Peterson

Notary Public

PATRICIA PETERSON
Notary Public, State of New York
No. 01PE4978514
Qualified in New York County
Commission Expires March 4, 2007



06/05/2003 11:15 FAX 212 878 8375

U.S. FEDERAL TRADEMARKS IN THE NAME OF THERMADYNE INDUSTRIES, INC.		
Mark	Reg. No.	App. No.
THERMADYNE	1540263	
THERMADYNE	1585307	
THERMADYNE	1585328	
THERMADYNE	2030221	

CERTIFICATE OF MAILING

BRIEF: Security Agreement

CONVEYING PARTY: Thermadyne Industries, Inc.

RECEIVING PARTY Deutsche Bank Trust Company
Americas

I hereby certify that the attached Recordation Form Cover Sheet is being deposited with the Commissioner of Patent & Trademarks, **BOX ASSIGNMENTS**, Washington, D.C. 20231 via Fax No. (703) 306-5995 on June 5, 2003.

Dated: June 5, 2003



CLIFFORD CHANCE**CLIFFORD CHANCE US LLP**200 PARK AVENUE
NEW YORK NEW YORK 10166 0153

TEL +1 212 878 8000

FAX +1 212 878 8375

Www.cliffordchance.com

FAX

TO	Assignment Division	COMPANY	PTO
RECIPIENT FAX	(703) 306-5995	RECIPIENT PHONE	

FROM	Christine Benton	DATE	June 5, 2003
SENDER PHONE	(212) 878- 8053	PAGES (W/ COVER)	9
SENDER FAX	(212) 878-8375		
SENDER E-MAIL	christine.benton@cliffordchance.com		

MESSAGE

CONVEYING PARTY: Thermadyne Industries, Inc.

RECEIVING PARTY: Deutsche Bank Trust Company Americas

NYA 611544.1

TRADEMARK
REEL: 002663 FRAME: 0791

**C L I F F O R D
C H A N C E****CLIFFORD CHANCE US LLP**200 PARK AVENUE
NEW YORK NY 10168 0153TEL +1 212 878 8000
FAX +1 212 878 8375
www.cliffordchance.com**Christine F. Benton**
Trademark ParalegalDIRECT TELEPHONE 212 878-8053
DIRECT FACSIMILE 212 878-8375
christine.benton@cliffordchance.com

June 5, 2003

VIA FAX
(703) 306-5995Commissioner of Patents & Trademarks
Assignment Division
Washington, DC 20231Re: Security Agreement for
Thermadyne Industries, Inc./
Deutsche Bank Trust Company Americas
(Our Ref: 6840/8)

Dear Sir:

Enclosed please find a Recordation Form Cover Sheet with respect to the above-referenced recordation.

We believe that we have calculated the fee correctly on the Recordation Form Cover Sheet. However, should this amount prove deficient, please deduct any additional charges from our Deposit Account No. 18-1843.

Please contact the undersigned if you have any questions.

Very truly yours,

Christine F. Benton
Trademark Paralegal/dcr
enclosure

NYA 611544.1

TRADEMARK
REEL: 002663 FRAME: 0792

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