

02-12-2003

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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): Ameron International Corporation 245 South Los Robles Avenue Pasadena, CA 91101 2-7-03

2. Name and address of receiving party(ies) Name: Bank of America, N.A., as Collateral Agent Internal Address: CA5-701-05-19 Street Address: 1455 Market Street, 5th Floor City: San Francisco State: CA Zip: 94103

3. Nature of conveyance: [] Assignment [] Merger [] Security Agreement [] Change of Name [x] Other Notice of Grant of Security Interest Execution Date: January 24, 2003

4. Application number(s) or registration number(s): A. Trademark Application No.(s) See Attached Schedule A.

B. Trademark Registration No.(s) See Attached Schedule A. Additional number(s) attached [x] Yes [] No 2245636

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Steven D. Thomas Internal Address: Moore & Van Allen, PLLC Street Address: 2200 West Main Street Suite 800 City: Durham State: NC Zip: 27705

6. Total number of applications and registrations involved: 40 7. Total fee (37 CFR 3.41) \$ 1,015.00 [x] Enclosed [x] Authorized to be charged to deposit account 8. Deposit account number: 50-2316

DO NOT USE THIS SPACE

9. Signature. Steven D. Thomas Name of Person Signing Signature February 7, 2003 Date

Total number of pages including cover sheet, attachments, and document: 05

02/12/2003 LMUELLER 00000159 2245636

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

01 FC:8521 02 FC:8522 40.00 DP 975.00 DP

TRADEMARK REEL: 002668 FRAME: 0761

Ameron International Corporation

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
EXPECT MORE FROM THE LEADER	2245636	5/18/99
VYGUARD	2265617	7/27/99
T-HAB	2245606	5/18/99
A and Design	2201791	11/3/98
DESIGN ONLY	2414236	12/19/00
DESIGN ONLY	2200124	10/27/98
DESIGN ONLY	2414235	12/19/00
A and Design	2201727	11/3/98
PSX	2134839	2/3/98
PSX	2110999	11/4/97
PSX	1985974	7/9/96
ARROW-LOCK	1692983	6/9/92
MEGAFLOW	1695686	6/23/92
VICTORIAN 1900 COLLECTION	1435581	4/7/87
AMERON Stylized Letters	1364473	10/8/85
AMERON Stylized Letters	1334991	5/14/85
AMERON Stylized Letters	1408085	9/9/86
KEY-LOCK	1325807	3/19/85
AMERLOCK	1256503	11/8/83
ABC	1186303	1/19/82
CENTRON	1092297	5/30/78
AMERON	1075781	10/25/77
QUICK-LOCK	1007882	4/1/75
TIDEGUARD	989483	7/30/74
PRONTO-LOCK	936436	6/27/72
AMERON	928998	2/15/72
TIDEGUARD	945066	10/17/72
DUALOY	945582	10/24/72
NAVICOTE	931242	3/28/72
AMERCOAT	927685	1/25/72
AMERON Stylized Letters	925375	12/14/71
NU-KLAD	735176	7/31/62
DIMETCOTE	657008	1/14/58
T LOCK	657629	1/28/58
BONDSTRAND	633448	8/28/56
PRESS SEAL	610923	8/23/55
AMER-PLATE	573931	5/5/53
AMER-PLATE T-LOCK	573929	5/5/53
DIMETCOTE Stylized Letters	437420	3/23/48

Pending Application

Mark	Application No.	Filing Date
EPOK	75607133	12/17/98

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of January 24, 2003 (the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A., as Collateral Agent (the "Collateral Agent") for the Secured Creditors referenced therein (the "Secured Creditors"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Collateral Agent for the benefit of the Secured Creditors:

TRADEMARKS

<u>Trademark No.</u>	<u>Description of Trademark Item</u>	<u>Date of Trademark</u>
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See Schedule A

TRADEMARK APPLICATIONS

<u>Trademark Application No.</u>	<u>Description of Trademark Applied For</u>	<u>Date of Trademark Applications</u>
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See Schedule A

The Obligors and the Collateral Agent, on behalf of the Secured Creditors, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

Ameron International Corporation

By: 

Name: GARY WAGNER

Title: SENIOR VP + CFO

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Collateral Agent

By: _____

Name: _____

Title: _____

The Obligor and the Collateral Agent, on behalf of the Secured Creditors, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

Ameron International Corporation

By: _____

Name: _____

Title: _____

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Collateral Agent

By: *[Signature]*

Name: Russell A. McClymont

Title: Vice President

Ameron International Corporation

U.S. Trademarks

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