03-20-2003

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

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): 11.4.02
Gear Products, Inc.
1111 North 161st East Avenue
Tulsa, OK 74116-4098

☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☑ Corporation-State Oklahoma
☐ Other

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

2. Name and address of receiving party(ies)
Name: Bank of America, N.A., as Administrative Agent
Internal Address:
Street Address: 101 North Tryon Street
City: Charlotte State: NC Zip: 28255

☐ Individual(s) citizenship
☐ Association
☐ General Partnership
☐ Limited Partnership
☐ Corporation-State
☑ Other 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

OFFICE OF PUBLIC RECORDS
2002 NOV -4 AM 10 27
FINANCE SECTION

3. Nature of conveyance:
☐ Assignment ☐ Merger
☐ Security Agreement ☐ Change of Name
☑ Other Notice of Grant of Security Interest
Execution Date: August 19, 1999

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s) 2,353,146
Additional number(s) attached ☐ Yes ☑ No

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: 01

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

8. Deposit account number:
50-2316

DO NOT USE THIS SPACE

9. Signature.

11/07/2002 DBYRNE 00000232 2353146
01 FC:8521 40.00 OP

Steven D. Thomas
Name of Person Signing

Signature

November 4, 2002
Date

Total number of pages including cover sheet, attachments, and document: 04

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

NOTICE

OF

GRANT OF SECURITY INTEREST

IN

TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Non-Shared Guarantee and Collateral Agreement dated as of August 19, 1999 (as the same may be amended, modified, extended or restated from time to time, the "Security Agreement") by and among the grantors thereto (each a "Grantor" and, collectively, the "Grantors") and Bank of America, N.A., as administrative agent (the "Administrative Agent") for the lenders referenced therein (the "Lenders"), the undersigned Grantor has granted a continuing security interest in and continuing lien upon, the trademarks shown below to the Administrative Agent for the benefit of the Lenders:

TRADEMARKS

Trademark No.	Description of Trademark	Date of Trademark

See Exhibit A attached hereto.

DUR1\316567_6

The Grantors and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks (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.

Very truly yours,

GEAR PRODUCTS, INC.

By: _____
Name: Richard H. Irving, III
Title: Vice President

Acknowledged and Accepted:

BANK OF AMERICA, N.A.,
As Administrative Agent

By: _____
Name: Julie A. Smith
Title: SVP

DUR1\316567_ 6

Exhibit A

Gear Products, Inc.

U.S. Trademark

Registered Mark

Mark	Registration No.	Registration Date
DESIGN ONLY	2353146	5/30/00

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LEAGRE CHANDLER
& MILLARD LLP
ATTORNEYS AT LAW
Solutions for Business Success™

WRITER'S DIRECT DIAL NUMBER
317.808.3161
ADorman@LCMLaw.com

March 13, 2003

US MAIL

BOX ASSIGNMENTS
Commissioner of Patents
and Trademarks
Washington, D.C. 20231

Greetings:

Enclosed please find the following original documents, which were inadvertently mailed to our office:

1. Recordation Form Cover Sheet;
2. Notice of Grant of Security Interest in Trademarks; and
3. Letter dated November 4, 2002 from Moore & Van Allen PLLC.

Sincerely,

Angela D. Dorman
Paralegal

RECORDS
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FINANCE SECTION

:ad
Enclosures
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