04-11-2003

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

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

1. Name of conveying party(ies):
Elgin National Industries, Inc. 3-2003

☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-State – **Delaware**
☐ Other

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

3. Nature of conveyance:
☐ Assignment ☐ Merger
☒ Security Agreement ☐ Change of Name
☐ Other –

Execution Date: **February 10, 2003**

2. Name and address of receiving party(ies)
Foothill Capital Corporation

20

Street Address: **2450 Colorado Avenue**
City: **Santa Monica** State: **CA** Zip: **90409**
☐ Individual(s) citizenship _____
☐ Association _____
☐ General Partnership _____
☐ Limited Partnership
☒ Corporation-State - **California**
☐ Other _____

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)
See attached schedule

B. Trademark Registration No.(s)
See attached schedule

Additional number(s) attached ☒ Yes ■ No

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

Name: **Santo Manna, Esq.**
Internal Address: **Schulte Roth & Zabel LLP**

Street Address: **919 Third Avenue**

City: **New York** State: **N.Y.** Zip: **10022**

6. Total number of applications and registrations involved:..... 17

7. Total fee (37 CFR 3.41).....$ **440.00**
☐ Enclosed
☒ Authorized to be charged to deposit account

8. Deposit account number:
500675 – Schulte Roth & Zabel LLP

(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.

Santo Manna, Esq.		**March 3, 2003**
Name of Person Signing	Signature	Date

Total number of pages including cover sheet, attachments, and document: 8

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

04/10/2003 TDIAZ1 00000029 500675 1897296
01 FC:8521 40.00 CH
02 FC:8522 400.00 CH

9276990.1

SCHEDULE A

TRADEMARKS

United States Patent and Trademark Office Reg. No. 1,897,296. The mark consists of three equidistant dots.

United States Patent and Trademark Office Reg. No. 1,890,797. The mark consists of stylized letters "OR".

United States Patent and Trademark Office Reg. No. 2,149,044. The mark consists of stylized letters "CP".

United States Patent and Trademark Office Reg. No. 2,062,376. The mark consists of two raised dots formed on the surface of the metal hardware/fastener item.

United States Patent and Trademark Office Reg. No. 2,015,553. The mark consists of the letters "LP" in stylized form.

United States Patent and Trademark Office Reg. No. 2,017,631 - CMI.

United States Patent and Trademark Office Reg. No. 2,015,544 - CMI.

United States Patent and Trademark Office Reg. No. 2,141,765 - Long Life Parts Packaging.

United States Patent and Trademark Office Reg. No. 1,263,976 - CRC

United States Patent and Trademark Office Reg. No. 1,204,843 - L&M

United States Patent and Trademark Office Reg. No. 1,320,377 - MCI
United States Patent and Trademark Office Reg. No. 402,192 - RENSIE

United States Patent and Trademark Office Reg. No. 784,431 - MICROMATIC

United States Patent and Trademark Office Reg. No. 782,824 - DURATIME

United States Patent and Trademark Office Reg. No. 761,929 - ELGIN

United States Patent and Trademark Office Reg. No. 757,761 - THE 'INSTANT TIME TEACHER

United States Patent and Trademark Office Reg. No. 733,760 - NUTYME

ASSIGNMENT FOR SECURITY

(TRADEMARKS)

WHEREAS, Elgin National Industries, Inc., a Delaware corporation (the "Parent"), and each of Parent's Subsidiaries identified on the signature pages hereof (such Subsidiaries, together with Parent, are referred to hereinafter each individually as an "Assignor" and collectively as the "Assignors"), have adopted, used and are using, and hold all right, title and interest in and to, the trademarks and service marks listed on the annexed Schedule A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Assignors have entered into a Trademark Security Agreement, dated as of February 10, 2003 (the "Security Agreement"), in favor of FOOTHILL CAPITAL CORPORATION, as agent for certain lenders (the "Assignee");

WHEREAS, pursuant to the Security Agreement, the Assignors have assigned to the Assignee, and granted to the Assignee for the benefit of the lenders, a continuing security interest in all right, title and interest of the Assignors in, to and under the Trademarks, together with, among other things, the good-will of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of all Obligations (as defined in the Loan and Security Agreement, dated as of February 10, 2003, among the Assignors as borrowers, the lenders time to time party thereto, and the Assignee as agent (the "Loan Agreement")) other than the Credit Facility Obligations (as defined in the Loan Agreement);

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignors do hereby grant, assign, transfer and convey unto the Assignee for the benefit of the lenders, a continuing security interest in the Collateral to secure the prompt payment, performance and observance of all Obligations other than the Credit Facility Obligations.

The Assignors do hereby further acknowledge and affirm that the rights and remedies of the Assignee with respect to the Collateral 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.

IN WITNESS WHEREOF, each Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of February 10, 2003.

ASSIGNORS:

BEST METAL FINISHING, INC.
a Delaware corporation

By: Lynn C Batory
Name: Lynn Batory
Title: Vice President and Secretary

CABELL CONSTRUCTION COMPANY
a Delaware corporation

By: Lynn C Batory
Name: Lynn Batory
Title: Assistant Secretary

CENTRIFUGAL SERVICES, INC.
an Illinois corporation

By: Lynn C Batory
Name: Lynn Batory
Title: Vice President and Secretary

CLINCH RIVER CORPORATION
a Virginia corporation

By: Lynn C Batory
Name: Lynn Batory
Title: Secretary

ELGIN INTERNATIONAL, LTD.
a Delaware corporation

By: Lynn C Batory
Name: Lynn Batory
Title: Vice President and Secretary

ELGIN NATIONAL INDUSTRIES, INC.
a Delaware corporation

By: _____
Name: Lynn Batory
Title: Vice President and Secretary

ELGIN REAL ESTATE HOLDINGS, LTD.
a Delaware corporation

By: _____
Name: Lynn Batory
Title: Vice President and Secretary

LELAND-POWELL FASTENERS, INC.
a Tennessee corporation

By: _____
Name: Lynn Batory
Title: Senior Vice President and Secretary

MINING CONTROLS, INC.
a Delaware corporation

By: _____
Name: Lynn Batory
Title: Vice President and Assistant Secretary

NORRIS SCREEN AND MANUFACTURING, INC.
a West Virginia corporation

By: _____
Name: Lynn Batory
Title: Assistant Secretary

ROBERTS & SCHAEFER COMPANY
a Delaware corporation

By: _____
Name: Lynn Batory
Title: Assistant Secretary

ROBERTS & SCHAEFER INTERNATIONAL, LTD.
a Delaware corporation

By: _____
Name: Lynn Batory
Title: Assistant Secretary

SOROS ASSOCIATES, INC.
a Delaware corporation

By: _____
Name: Lynn Batory
Title: Assistant Secretary

SOROS INTERNATIONAL, LTD.
a Delaware corporation

By: _____
Name: Lynn Batory
Title: Vice President and Secretary

TABOR MACHINE COMPANY
a West Virginia corporation

By: _____
Name: Lynn Batory
Title: Assistant Secretary

TRANSERVICE, INC.
a Delaware corporation

By: Lynn C Batory
Name: Lynn Batory
Title: Assistant Secretary

VANCO INTERNATIONAL, INC.
a Georgia corporation

By: Lynn C Batory
Name: Lynn Batory
Title: Vice President and Assistant Secretary

STATE OF New York

ss.:

COUNTY OF New York

On this 10th day of February, 2003, before me personally came Lynn Batory, to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that she is the Secretary of each of the entities identified on the foregoing signature pages and that she executed the foregoing instrument in the firm name of each of such entities and that she had authority to sign the same, and she acknowledged to me that she executed the same as the act and deed of each said firm for the uses and purposes therein mentioned.

Notary Public

THOMAS W. CAPLIS
Notary Public, State of New York
No. 01CA6024777
Qualified in New York County
Commission Expires May 17, 2003

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