

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

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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):

ContinentalAFA Dispensing Company

- Individual(s)
- General Partnership
- Corporation-State
- Other _____ Delaware
- 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: November 12, 2003

2. Name and address of receiving party(ies)

Name: Oak Hill Securities Fund, L.P., as collateral agent

Internal Address: Attention: Alan Schragar

Street Address: 65 East 55th Street, 32nd Flr

City: New York State: NY Zip: 10022

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership Delaware
- Corporation-State _____
- 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: David Postolski, Docket Supervisor

Internal Address: Schulte, Roth & Zabel LLP

Street Address: 919 Third Avenue

City: New York State: NY Zip: 10022

6. Total number of applications and registrations involved: 25

7. Total fee (37 CFR 3.41) \$ 640

- Enclosed
- Authorized to be charged to deposit account

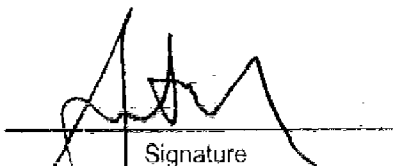
8. Deposit account number:

500675 - Schulte Roth & Zabel

DO NOT USE THIS SPACE

9. Signature.

Santo Manna
Name of Person Signing


Signature

November 21, 2003
Date

Total number of pages including cover sheet, attachments, and document: 7

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

CH \$640.00 500675 75428647

Trademark Assignment Schedule

TRADEMARK	SERIAL NO./ REGISTRATION NO.
FLEXPUMP	75/428,647
NOVE	76/124,627
SUPRE (stylized)	76/527,639
TRADE DRESS FOR TRIGGER SPRAYER DESIGN	1,817,743
TRADE DRESS FOR TRIGGER SPRAYER DESIGN	1,754,650
TRADE DRESS FOR TRIGGER SPRAYER DESIGN	1,969,255
TRADE DRESS FOR TRIGGER SPRAYER DESIGN	1,760,815
TRADE DRESS FOR TRIGGER SPRAYER DESIGN	1,967,699
TRADE DRESS FOR TRIGGER SPRAYER DESIGN	1,817,742
TRADE DRESS FOR TRIGGER SPRAYER DESIGN	1,817,741
LUXOR	75/507,258
WATERSHIELD	75/555,964
TRIGGER SPRAYER DESIGN	74/163,466
TRIGGERPAK	75/776,934
LUXOR	2,729,397
BOATPIX	2,394,460
SQUEEZEPAK	75/776,944
TRADE DRESS OF MODEL #3333	78/259,834
TRADE DRESS OF MODEL #7600	78/259,845
ECOSPRAYER	2,063,559
DESIGN ONLY	1,670,980
DESIGN ONLY	1,637,413
FOGMASTER TRI-JET	1,410,213
SURE SNAP	1,074,037
AFA	953,585

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Item No. 1 Continued

AFA Products, Inc., a Delaware corporation

and

Continental Sprayers International, Inc., a Delaware corporation

And

Owens Illinois Closure Inc., a Delaware corporation

ASSIGNMENT FOR SECURITY

TRADEMARKS

WHEREAS, ContinentalAFA Dispensing Company (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 is using, and hold all right, title and interest in and to, the trademarks and service marks listed on the annexed Schedule 1A, 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 Security Agreement, dated November 12, 2003 (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement"), in favor of OAK HILL SECURITIES FUND, L.P., as collateral agent for certain lenders (in such capacity, together with any successors and assigns, 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 Agents and the Lenders (as such terms are defined in the Security Agreement) 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 the Obligations (as defined in the Security Agreement);

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignors do hereby pledge, convey, sell, assign, transfer and set over unto the Assignee and grant to the Assignee for the benefit of the Agents and the Lenders (as such terms are defined in the Security Agreement) a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the 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, the Assignors have caused this Assignment to be duly executed by its officer thereunto duly authorized as of November 12, 2003.

CONTINENTALAFA DISPENSING COMPANY

By: Colleen J Morgan
Name: Colleen J Morgan
Title: EVP & CFO

AFA PRODUCTS, INC.

By: Colleen J Morgan
Name: Colleen Morgan
Title: EVP & CFO

CONTINENTAL SPRAYERS INTERNATIONAL, INC.

By: Colleen J Morgan
Name: Colleen Morgan
Title: EVP & CFO

STATE OF New York

SS.:

COUNTY OF New York

On this 16th day of November, 2003, before me personally came Colleen J. Morgan, to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that s/he is the EVP & CFO of ContinentalAFA Dispensing Company, a Delaware corporation, AFA Products, Inc., a Delaware corporation, and Continental Sprayers International, Inc., a Delaware corporation, and that s/he executed the foregoing instrument in the firm name of ContinentalAFA Dispensing Company, AFA Products, Inc. and Continental Sprayers International, Inc., and that s/he had authority to sign the same, and s/he acknowledged to me that he executed the same as the act and deed of said firm for the uses and purposes therein mentioned.

Tracey F. Dillon

TRACEY F. DILLON
Notary Public, State of New York
No. 01015038358
Qualified in Kings County
Certificate Filed in New York County
Commission Expires Jan. 8, 2007

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