

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE: NEW ASSIGNMENT

NATURE OF CONVEYANCE: SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Stolle Machinery Company, LLC		01/09/2004	Limited Liability Company:

RECEIVING PARTY DATA

Name:	GMAC Commercial Finance LLC
Street Address:	1290 Avenue of the Americas
Internal Address:	Third Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10104
Entity Type:	Limited Liability Company:

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	1324069	COMPERFECTOR

CORRESPONDENCE DATA

Fax Number: (202)298-7570

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: (202) 625-3538

Email: allen.rose@kmzr.com

Correspondent Name: Katten Muchin Zavis Rosenman

Address Line 1: 1025 Thoms Jefferson Street, N.W.

Address Line 2: East Lobby, Suite 700

Address Line 4: Washington, DISTRICT OF COLUMBIA 20007

ATTORNEY DOCKET NUMBER: 320310-00005

NAME OF SUBMITTER: Allen Rose

Total Attachments: 4

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TRADEMARK

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TRADEMARK ASSIGNMENT OF SECURITY

WHEREAS Stolle Machinery Company, LLC, a limited liability company formed under the laws of Delaware, located at 6949 S. Potomac Street, Englewood, Colorado ("Borrower"), has adopted, used and is using the marks shown in the attached Schedule A (the "Marks"), for which there are registrations or applications in the United States Patent and Trademark Office under the numbers shown in the attached Schedule A; and

WHEREAS, Borrower is obligated to GMAC Commercial Finance LLC ("GMAC") and various other financial institutions (collectively, "Lenders") and GMAC as agent for Lenders ("Agent") pursuant to (i) a certain Loan and Security Agreement, dated the date hereof, among Agent, Lenders and Borrower and (ii) a certain Trademark Collateral Security Agreement, dated the date hereof, made by Borrower in favor of Agent (as each may be amended, modified, restated or supplemented from time to time, collectively, the "Agreements"); and

WHEREAS, pursuant to the Agreements, Borrower is granting to Agent for its benefit and for the ratable benefit of Lenders a security interest in the Marks, the goodwill of the business symbolized by the Marks, and the registrations and applications therefor.


NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Borrower does hereby assign unto Agent for its benefit and for the ratable benefit of Lenders and grant to Agent for its benefit and for the ratable benefit of Lenders a security interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, and registrations and applications therefor, which assignment and security interest shall secure all the Obligations as defined in the Agreements and in accordance with the terms and provisions thereof.

Borrower expressly acknowledges and affirms that the rights and remedies of Agent and Lenders with respect to the assignment and security interest granted hereby are more fully set forth in the Agreements.


[SIGNATURE PAGE FOLLOWS]

Dated: New York, New York
January 9, 2004

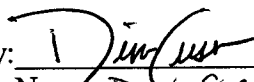
Witness:



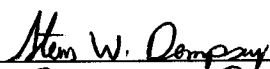
Witness:



STOLLE MACHINERY COMPANY, LLC
By: AIP/SMC Holdings, Inc., its Managing
Member

By: 
Name: Dino Cosumano
Its: secretary

GMAC COMMERCIAL FINANCE, as Agent

By: 
Name: Steven W. Dempsey
Its: Vice President

Schedule A
Trademarks and Trademark Applications

Schedule A to a Trademark Assignment of Security dated January __, 2004, by and between Stolle Machinery Company, LLC and GMAC Commercial Finance LLC, as Agent.

<u>Matter ID</u>	<u>Status</u>	<u>App Date</u>	<u>App No.</u>	<u>Reg Date</u>	<u>Reg No.</u>	<u>Renewal</u>
	<u>Expires</u>					
Mark:	Registered	04/06/1998	75/462,387	07/18/2000	2,369,212	07/18/2010
Country:	07/18/2010					
Class:	BIC					
	United States					
	IN 7					
Mark:	Registered	08/01/1983	73/437,120	08/28/1984	1,291,882	08/28/2004
Country:	08/28/2004					
Class:	Bind-All					
	United States					
	IN 7					
Mark:	Registered	08/01/1983	73/437,119	03/12/1985	1,324,069	03/12/2005
Country:	03/12/2005					
Class:	ComPerfector					
	United States					
	IN 7					