

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
Western Nonwovens, Inc.		04/08/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Heller Financial, Inc., as agent
Street Address:	500 W. Monroe Street
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60661
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Serial Number:	74263941	BOUNCEBACKABILITY
Serial Number:	78203460	ESYNTIAL SAFE
Serial Number:	78323239	INFINIUM
Serial Number:	78319161	SANDMAT
Serial Number:	75800650	THE NATION'S NONWOVEN LEADER

CORRESPONDENCE DATA

Fax Number: (214)981-3400
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 214-981-3319
 Email: mroberts@sidley.com
 Correspondent Name: Elisabeth A. Evert, Esq.
 Address Line 1: 717 North Harwood
 Address Line 2: Suit3 3400
 Address Line 4: Dallas, TEXAS 75201

ATTORNEY DOCKET NUMBER:	20607-30190
NAME OF SUBMITTER:	Susan Roberts

CH \$140.00 74263941

Total Attachments: 10

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TRADEMARK SECURITY AGREEMENT

TRADEMARK SECURITY AGREEMENT, dated as of April 8, 2004, by WESTERN NONWOVENS, INC., a Delaware corporation ("Holdings"), WESTERN SYNTHETIC FIBER, INC., a Delaware corporation ("Western"), PALTEX INCORPORATED, a California corporation ("Paltex"), BONDED FIBERLOFT, INC., a California corporation ("Bonded"), RELIANCE PRODUCTS, INC., a California corporation ("Reliance"), MID-AMERICA FIBER COMPANY, INC., a Missouri corporation ("Mid-America"), FLORIDA NONWOVENS, INC., a Delaware corporation ("Florida"), UTAH NONWOVENS, INC., a Delaware corporation ("Utah"), CEREX ADVANCED FABRICS, INC. ("CAF") (Holdings, Western, Paltex, Bonded, Reliance, Mid-America, Florida, Utah and CAF are sometimes referred to individually and/or collectively, as the context may require, as "Grantor" and sometimes referred to collectively as "Grantors"), in favor of HELLER FINANCIAL, INC., a Delaware corporation, in its capacity as Agent for Lenders.

WITNESSETH:

WHEREAS, pursuant to that certain Fourth Amended and Restated Credit Agreement dated as of the date hereof by and among Grantor, Paltex Incorporated, Cerex Advanced Fabrics, Inc. (collectively, "Borrower"), Agent and the Persons signatory thereto from time to time as Lenders (including all annexes, exhibits or schedules thereto, as from time to time amended, restated, supplemented or otherwise modified, the "Credit Agreement"), Lenders have agreed to make the Loans and to incur Risk Participation Liabilities for the benefit of Borrower;

WHEREAS, Agent and Lenders are willing to make the Loans and to incur Risk Participation Liabilities as provided for in the Credit Agreement, but only upon the condition, among others, that Borrower shall have executed and delivered to Agent, for itself and the ratable benefit of Lenders, that certain Amended, Restated and Consolidated Security Agreement dated as of the date herewith (including all annexes, exhibits or schedules thereto, as from time to time amended, restated, supplemented or otherwise modified, the "Security Agreement");

WHEREAS, pursuant to the Security Agreement, Grantor is required to execute and deliver to Agent, for itself and the ratable benefit of Lenders, this Trademark Security Agreement;

NOW, THEREFORE, in consideration of the premises and mutual covenants herein contained and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Grantor hereby agrees as follows:

1. DEFINED TERMS. All capitalized terms used but not otherwise defined herein have the meanings given to them in the Credit Agreement.

2. GRANT OF SECURITY INTEREST IN TRADEMARK COLLATERAL.

Grantor hereby grants to Agent, on behalf of itself and Lenders, a continuing first priority security interest in all of the Grantor's right, title and interest in, to and under the following, whether presently existing or hereafter created or acquired (collectively, the "Trademark Collateral"):

(a) all of its Trademarks and Trademark Licenses to which it is a party including those referred to on Schedule I hereto;

(b) all reissues, continuations or extensions of the foregoing;

(c) all goodwill of the business connected with the use of, and symbolized by, each Trademark and each Trademark License; and

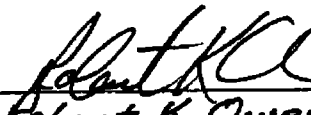
(d) all products and proceeds of the foregoing, including, without limitation, any claim by Grantor against third parties for past, present or future (i) infringement or dilution of any Trademark or Trademark licensed under any Trademark License or (ii) injury to the goodwill associated with any Trademark or any Trademark licensed under any Trademark License.

3. SECURITY AGREEMENT. The security interests granted pursuant to this Trademark Security Agreement are granted in conjunction with the security interests granted to Agent, on behalf of itself and Lenders, pursuant to the Security Agreement. Grantor hereby acknowledges and affirms that the rights and remedies of Agent with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

[signature page follows]

IN WITNESS WHEREOF, Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

WESTERN NONWOVENS, INC.
WESTERN SYNTHETIC FIBER, INC.
PALTEX INCORPORATED
BONDED FIBERLOFT, INC.
RELIANCE PRODUCTS, INC.
MID-AMERICA FIBER COMPANY, INC.
FLORIDA NONWOVENS, INC.
UTAH NONWOVENS, INC.
CEREX ADVANCED FABRICS, INC.

By: 
Name: Robert K. Owen
Title: CFO

ACCEPTED AND ACKNOWLEDGED BY:
HELLER FINANCIAL, INC.,
as Agent


By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

WESTERN NONWOVENS, INC.
WESTERN SYNTHETIC FIBER, INC.
PALTEX INCORPORATED
BONDED FIBERLOFT, INC.
RELIANCE PRODUCTS, INC.
MID-AMERICA FIBER COMPANY, INC.
FLORIDA NONWOVENS, INC.
UTAH NONWOVENS, INC.
CEREX ADVANCED FABRICS, INC.

By: _____
Name: _____
Title: _____

ACCEPTED AND ACKNOWLEDGED BY:
HELLER FINANCIAL, INC.,
as Agent

By: 
Name: JOHN R. BRIDGE
Title: DEY AUTHORIZED SIGNATORY

SCHEDULE I
TO
TRADEMARK SECURITY AGREEMENT
TRADEMARK REGISTRATIONS

Western Nonwovens, Inc.

Common Law Trademark Rights:
 WESTERN NONWOVENS, INC.
 WESTERN NONWOVENS

Western Nonwovens Trademark List

Trademarks	Country	Filing Date	Ser No
The Nations Nonwoven Leader	U.S	Sep 16, 1999	75/800650
Esyntial Safe	U. S.	Jan. 15, 2003	78/203,460
Bouncebackability	Canada	Oct. 13, 1992	TMA 423,815
Bouncebackability	U. S.	Renewal Jan. 21, 2003	74/263941
Infinium	U. S.	Nov. 5, 2003	78/323,239
Borderguard	U. S.	In Process of Completing Application	TBD
Naturalguard	U. S.	In Process of Completing Application	TBD
Quiltguard	U. S.	In Process of Completing Application	TBD
Sandmat	U. S.	Oct 27, 2003	78/319161
SOF-SEAL	U.S.	Oct 5, 1982	Abandoned

Western Synthetic Fiber Company, Inc.

Common Law Trademark Rights:
 WESTERN SYNTHETIC FIBER COMPANY, INC.
 WESTERN SYNTHETIC FIBER COMPANY
 WESTERN SYNTHETIC FIBER
 WESTERN SYNTHETIC FELT CO.

Registered Trademarks:

WESTFILL - This California registered mark was assigned under Quit Claim Assignment of Trademark dated November 4, 1996 by Lightron Corporation to Western Synthetic Acquisition Corp. (predecessor to Western Synthetic Fiber Company, Inc.). The registration of the mark has since expired. Western

Synthetic Fiber Company, Inc. reapplied for the trademark in California on June 23, 1999 (registration #105235).

Paltex Incorporated

Registered Trademarks:

DURO-SEAL - Originally registered with PTO, reg. no. 1,682,027 on 4/7/92. Security interest filed with PTO in favor of Heller Financial, Inc., as agent, for the Lenders, as defined in Section 10 of the Amended and Restated Credit Agreement, dated August 5, 1998. The registration has since been canceled for failure to file an affidavit of continued use, which was due between April 1997 and April 1998. Paltex Incorporated reapplied for the trademark on June 7, 1999 and received approval on May 22, 2001. reg no. 2452471.

Common Law Trademark Rights:

PALTEX INCORPORATED
PALTEX
PAL AIR

Bonded Fiberloft, Inc.

Common Law Trademark Rights:

BONDED FIBER PRODUCTS, INC.
BONDED FIBER PRODUCTS

Licensed Trademarks:

"DACRON" polyester products, including Quallofil, Dacron Hollofil II, Dacron Hollofil 808, pursuant to Trademark License Agreement, dated September 1, 1996, by and between E.I. du Pont de Nemours and Company, Inc.

"Quline" pursuant to License Agreement, dated March 1, 1996, by and between Wellman, Inc. and Bonded Fiber Products, Inc.

Reliance Products, Inc.

Common Law Trademark Rights:

RELIANCE PRODUCTS, INC.
RELIANCE PRODUCTS

Licensed Trademarks:

"POLARGUARD", "POLARGUARD HV" and "POLARGUARD 3D" pursuant to License Agreement dated July 15, 1996 by and among Hoechst North American Holdings, Inc., successor to Hoeschst Celanese Corporation and Reliance Upholstery Supply Co., Inc., together with Amendment dated February 2, 1998 and Letter Agreement dated August 7, 1998 between Hoechst North American Holdings, Inc. and Western Nonwovens, Inc. assigning the License Agreement, as amended, to Reliance Products, Inc.

Mid-America Fiber Company, Inc.

Registered Trademarks:

QUILTER'S CHOICE - Registered with the State of Missouri under #9,621 on 7/29/87, renewed 7/29/97.

Common Law Trademark Rights:

MID-AMERICA FIBER COMPANY, INC.
MID-AMERICA FIBER

Florida Nonwovens, Inc.

Common Law Trademark Rights:

FLORIDA NONWOVENS, INC.
FLORIDA NONWOVENS

Cerex Advanced Fabrics, Inc. List of Registered Trademarks

Trademarks	Country	Filing Date	Ser No
Cross Hatch Design	U. S.	Mar 1, 2002	76/377440
Orion	U. S.	Feb 7, 2000	75/912150
Cross Hatch Design	U. S.	Feb 13, 1996	75/056371
The Nylon Advantage	U. S.	Dec 7, 1995	75/029317
Spectralon	U. S.	Jan 19, 1993	74/349567
Vibratex	U. S.	Dec 1, 1992	74/335751
Cerex	U. S.	Oct 21, 1969	72/310578
PBN II	U.S.	Nov 8, 1988	73/714,827
Cerex	Brazil	Feb 10, 1977	6974/M-74
Cerex	Canada	May 19, 1972	183,205
Cerex	Columbia	Dec 18, 1984	126,639
Cerex	France	Jan 27, 1970	1,117,630
Cerex	Germany	Feb 20, 1970	920,845
Cerex	Great Britain	Feb 24, 1970	A-955,740
Cerex	Great Britain	Jan 27, 1970	A-954-264
Cerex	Great Britain	Jan 27, 1970	A-954-263
Cerex	Hong Kong	Jun 14, 1973	A1227/73
Cerex	Australia	Aug 2, 1978	A95,906
Cerex	Ireland	Jan 27, 1970	A76,412
Cerex	Ireland	Jan 27, 1970	A76,413
Cerex	Ireland	Jan 27, 1970	A76,414
Cerex	Israel	Jan 29, 1970	31,525; 21,525
Cerex	Israel	Jan 29, 1970	31,524
Cerex	Israel	Jan 29, 1970	31,523; 21,523
Cerex	Italy	Aug 3, 1972	585,777
Cerex	Mexico	Feb 23, 1945	222,431

Trademarks	Country	Filing Date	Ser No
Cerex	New Zealand	Apr 23, 1974	A107,979
Cerex	Australia	Nov 21, 1969	B234,328
Cerex	New Zealand	Apr 23, 1974	A107,978
Cerex	New Zealand	Apr 23, 1974	A107,977
Cerex	Pakistan	Feb 5, 1970	52991
Cerex	Pakistan	Feb 5, 1970	52991; 52993
Cerex	Pakistan	Feb 5, 1970	52992
Cerex	Austria	Jul 1, 1970	66,994
Cerex	Spain	Jan 22, 1975	609,547
Cerex	Sweden	Oct 27, 1972	141,052
Cerex	Switzerland	Jan 26, 1990	392,515
Cerex	Venezuela	Sep 15, 1975	79-855-F
Cerex	Venezuela	Sep 15, 1975	79-856-F
Cerex	Japan	Dec 25, 1996	2718857
Cerex	Belgium, Luxemburg	Jun 3, 1971	37,664
Cerex	Brazil	Jun 25, 1978	6707556
PBN-II	France	May 22, 1992	92420048
PBN-II	Great Britain	May 23, 1992	1501357
PBN-II	Italy	Nov 23, 1994	635302; serial no. T092C001292
PBN-II	Japan	Jan 31, 1995	3020967
Fabric Design	Mexico	Jun 29, 2001	705,714; serial no. 466138
PBNII	CTM Austria, Belgium, Denmark, France, Germany, Great Britain, Greece, Ireland, Italy, Luxemburg, Netherlands, Portugal, Spain and Sweden	Mar 8, 2000	1546910

Trademarks	Country	Filing Date	Ser No
SONEX	CTM Austria, Belgium, Denmark, France, Germany, Great Britain, Greece, Ireland, Italy, Luxemburg, Netherlands, Portugal, Spain and Sweden	Oct 13, 1997	653311
SONEX	U.S.	Jan 8, 1997	Abandoned