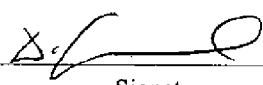


Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings		RECORDATION FORM COVER SHEET TRADEMARKS ONLY		U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office	
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.					
1. Name of conveying party(ies): <u>Coe Newnes/McGehee ULC</u> <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> Corporation <input checked="" type="checkbox"/> Other – <u>a Nova Scotia unlimited liability company</u> Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		2. Name and address of receiving party(ies) Name: <u>Ableco Finance LLC</u> Internal Address: <u>299 Park Avenue</u> Street Address: City: <u>New York</u> State: <u>NY</u> Zip: <u>10171</u> <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation <input type="checkbox"/> Other: If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No			
3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input checked="" type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other Execution Date: <u>October 14, 2004</u>					
4. Application number(s) or registration number(s): A. Trademark Application No.(s) <u>78/476,433; 78/476,418; 78/358,773; 78/358,629; 78/347,955;</u> <u>78/409,855; 78/203,072; 78/358,742; 78/358,684; 78/349,636</u> <u>78/344,931; 78/336,520; 78/293,334</u> Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		B. Trademark Registration No.(s) <u>2869240; 2162342</u>			
5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Daniel Angel, Esq.</u> Internal Address: <u>Schulte Roth & Zabel LLP</u> Street Address: <u>919 Third Avenue</u> City: <u>New York</u> State: <u>N.Y.</u> Zip: <u>10022</u>		6. Total number of applications and registrations involved: <u>15</u> 7. Total fee (37 CFR 3.41).....\$ 390.00 <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account 8. Deposit account number: <u>500675 – Schulte Roth & Zabel LLP/Order No. 014951/0573</u> (Attach duplicate copy of this page if paying by deposit account)			
DO NOT USE THIS SPACE					
9. Statement and signature. <i>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.</i> <u>Daniel Angel, Esq.</u>  <u>October 26, 2004</u> Name of Person Signing Signature Date Total number of pages including cover sheet, attachments, and document: <u>8</u>					

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

CH \$390.00 500675 78476433

ASSIGNMENT FOR SECURITY

TRADEMARKS

WHEREAS, Coe Newnes/McGehee ULC, a Nova Scotia unlimited liability company (the "Assignor") has adopted, used and is using, and holds 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 Assignor has entered into a Security Agreement, dated October 14, 2004 (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement"), in favor of Ableco Finance LLC, as agent for certain lenders (in such capacity, together with any successors and assigns, the "Assignee");

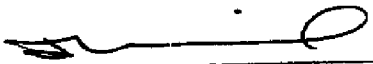
WHEREAS, pursuant to the Security Agreement, the Assignor has assigned to the Assignee and granted to the Assignee for the benefit of the Agent and the Lenders (as such terms are defined in the Security Agreement) a continuing security interest in all right, title and interest of the Assignor in, to 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 Assignor does hereby pledge, convey, sell, assign, transfer and set over unto the Assignee and grants to the Assignee for the benefit of the Agent 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 Assignor does 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 Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of October 14, 2004.

COE NEWNES/MCGEHIE ULC

By: 
Name: John Kugharik
Title: President; CEO

ULC - Trademark Assignment

STATE OF OREGONCOUNTY OF Washington ^{ss.:}

On this 13th day of October, 2004 before me personally came JOHN KUCHANIK 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 PRESIDENT of COE NEWS/ MCGEE, an unlimited liability company, and that s/he executed the foregoing instrument in the firm name of COE NEWS/ MCGEE, 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.



A handwritten signature in black ink, appearing to read 'Jean L. Horst', written over a horizontal line. Below the signature, the word 'Woray' is handwritten.

ULC - Trademark Assignment

SCHEDULE 1A

SCHEDULE 6.01(w)(2)

Intellectual Property

Trademarks

<u>Company</u>	<u>Country</u>	<u>Trademark</u>	<u>Application or Registration No.</u>	<u>Filing Date</u>	<u>Registration Date</u>	<u>Assignees</u>
CNM ULC	CA	DATAFUSION	Application No. 1,228,817	August 31, 2004		n/a
CNM ULC	CA	X-RAY VISION	Application No. 1,228,816	August 31, 2004		n/a
CNM ULC	CA	ADDVANTAGE	Application No. 1,215,584	April 30, 2004		n/a
CNM ULC	CA	GENII	Application No. 1,204,461	January 28, 2004		n/a
CNM ULC	CA	MILLSIM	Application No. 1,204,460	January 28, 2004		n/a
CNM ULC	CA	ROBOGANG	Application No. 1,204,458	January 28, 2004		n/a
CNM ULC	CA	SMART BACKLOG	Application No. 1,202,967	January 8, 2004		n/a
CNM ULC	CA	CENTRAL POINT	Application No. 1,202,755	January 5, 2004		n/a
CNM ULC	CA	NEWNES MCGEEHEE & Design	Application No. 1,202,137	December 23, 2003		n/a
CNM ULC	CA	THE VISION FOR THE FUTURE	Application No. 1,187,915	August 28, 2003		n/a
CNM ULC	CA	MARTIAN ALPHABETA	Application No. 1,184,034	July 23, 2003		n/a

<u>Company</u>	<u>Country</u>	<u>Trademark</u>	<u>Application or Registration No.</u>	<u>Filing Date</u>	<u>Registration Date</u>	<u>Assignees</u>
CNM ULC	CA	TRUE DIFFERENTIAL WIDTH MEASUREMENT	Application No. 1,181,683	June 27, 2003 Note: ABANDONED		n/a
CNM ULC	CA	NEWNES/MCGEHEE	Application No. 1,164,489	January 14, 2003		n/a
CNM ULC	CA	MCGEHEE	Application No. 1,162,506	December 20, 2002 Note: ABANDONED		n/a
CNM ULC	CA	TRUE-READ	Application No. 1,162,503	December 20, 2002		n/a
CNM ULC	CA	TDTM TRUE DIFFERENTIAL THICKNESS MEASUREMENT & Design	Registration No. TMA469,105	February 10, 1995	January 21, 1997	See Attached Schedule "A"
CNM ULC	CA	NEWNES MACHINES LTD. & Design	Registration No. TMA448,900	September 8, 1994	October 13, 1995	See attached Schedule "A"
CNM ULC	CA	XLG	Registration No. TMA460,240	February 23, 1994	July 19, 1996	See attached Schedule "A"
CNM ULC	CA	NEWTRONIC	Registration No. TMA442,364	February 23, 1994	April 28, 1995	See attached Schedule "A"
CNM ULC	CA	RESULTS.. YESTERDAY, TODAY AND TOMORROW	Registration No. TMA439,573	December 23, 1993	February 17, 1995	See attached Schedule "A"

<u>Company</u>	<u>Country</u>	<u>Trademark</u>	<u>Application or Registration No.</u>	<u>Filing Date</u>	<u>Registration Date</u>	<u>Assignees</u>
CNM ULC	CA	MILL HOST	Registration No. TMA447,646	December 23, 1993	September 15, 1995	See attached Schedule "A"
CNM ULC	CA	TRULOG LASER SCANNER	Registration No. TMA439,572	December 23, 1993	February 17, 1995	See attached Schedule "A"
CNM ULC	CA	NEWNES	Registration No. TMA429,205	May 25, 1993	June 17, 1994	See attached Schedule "A"
CNM ULC	US	DATAFUSION	Application No. 78/476,433	August 31, 2004		n/a
CNM ULC	US	X-RAY VISION	Application No. 78/476,418	August 31, 2004		n/a
CNM ULC	US	GENII	Application No. 78/358,773	January 28, 2004		n/a
CNM ULC	US	ROBOGANG	Application No. 78/358,629	January 28, 2004		n/a
CNM ULC	US	CENTRAL POINT	Application No. 78/347,955	January 5, 2004		n/a
CNM ULC	US	NEWNES/MCGEHEE	Registration No. 2,869,240	January 14, 2003	August 3, 2004	n/a
CNM ULC	US	ADVANTAGE	Application No. 78/409,855	April 28, 2004		n/a
CNM ULC	US	NEWNES	Application No. 78/203,072	January 14, 2003		n/a

<u>Company</u>	<u>Country</u>	<u>Trademark</u>	<u>Application or Registration No.</u>	<u>Filing Date</u>	<u>Registration Date</u>	<u>Assignees</u>
CNM ULC	US	RESULTS... YESTERDAY, TODAY AND TOMORROW	Application No. 78/358,742	January 28, 2004		n/a
CNM ULC	US	MILSIM	Application No. 78/358,684	January 28, 2004		n/a
CNM ULC	US	SMART BACKLOG	Application No. 78/349,636	January 8, 2004		n/a
CNM ULC	US	NEWNES MCGEHEE & Design	Application No. 78/344,931	December 23, 2003		n/a
CNM ULC	US	MARTIAN ALPHABET	Application No. 78/336,520	December 4, 2003		n/a
CNM ULC	US	THE VISION FOR THE FUTURE	Application No. 78/293,334	August 28, 2003		n/a
CNM ULC	US	TDTM TRUE DIFFERENTIAL THICKNESS MEASUREMENT & Design	Registration No. 2,162,342	May 22, 1995	June 2, 1998	See attached Schedule "B"

Patents

<u>Title</u>	<u>Owner/ Assignee</u>	<u>Country</u>	<u>Application #</u>	<u>Patent #</u>	<u>Filed Date</u>	<u>Issue Date</u>
Active Sawguide Assembly and Method (CA)	CNM ULC	CA	2,338,242	2,338,242	23-Feb-01	20-Jul-04
Active Sawguide Assembly and Method (US)	CNM ULC	US	09/792,891	6612216	23-Feb-01	2-Sep-03
Active Sawguide Assembly and Method (USCIP)	CNM ULC	US	Not Known Yet		12-Aug-04	

TRADEMARK

RECORDED: 10/27/2004

REEL: 002965 FRAME: 0085