

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
Arr-Maz Products, L.P.		01/06/2005	LIMITED PARTNERSHIP: DELAWARE
RECEIVING PARTY DATA			
Name:	Antares Capital Corporation, as Agent		
Street Address:	311 South Wacker Drive, Suite 4400		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60606		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	76583910	CUSTAMINE	
Serial Number:	76583909	CUSTOFLOAT	
CORRESPONDENCE DATA			
Fax Number:	(312)863-7865		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	312-201-3865		
Email:	sharon.patterson@goldbergekohn.com		
Correspondent Name:	Sharon Patterson		
Address Line 1:	55 E. Monroe St., Ste. 3700		
Address Line 4:	Chicago, ILLINOIS 60603		
NAME OF SUBMITTER:	Sharon Patterson		
Signature:	/sharon patterson/		
Date:	01/24/2005		

OP \$65.00 76583910

Total Attachments: 10

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**AMENDMENT NO. 1 TO
PATENT, TRADEMARK AND COPYRIGHT
SECURITY AGREEMENT**

THIS AMENDMENT NO. 1 ("**Amendment**") to that certain Patent, Trademark and Copyright Security Agreement dated as of December 5, 2003 (the "**Security Agreement**") made by Arr-Maz Products, L.P., a Delaware limited partnership (the "**Borrower**") in favor of Antares Capital Corporation, a Delaware corporation, as agent ("**Agent**") for its own benefit and the benefit of the Lenders, is made as of January 6, 2005.

WHEREAS, the Borrower and Agent are parties to that certain Credit Agreement dated as of December 5, 2003, as it has been and may be further amended from time to time (including the amendment and restatement of even date herewith), pursuant to which the Agent and Lenders have agreed to extend loans and certain other financial accommodations to the Borrower and the Borrower has granted to the Agent a security interest in substantially all of the Borrower's assets, including, without limitation, its patents, patent applications, trademarks, trademark applications, tradenames, service marks, service mark applications, goodwill and licenses (collectively, "**Intellectual Property**");

WHEREAS, the Security Agreement was duly recorded in the United States Patent and Trademark Office on December 17, 2003;

WHEREAS, since the date of the Borrower's execution of the Security Agreement, the Borrower has acquired interests in certain specific Intellectual Property (the "**New Intellectual Property**"); and

WHEREAS, in accordance with Section 3 of the Security Agreement, the Borrower has agreed to amend the Security Agreement to confirm the inclusion of such New Intellectual Property;

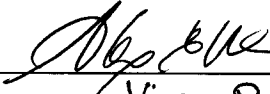
NOW, THEREFORE, for good and valuable consideration, the receipt and legal sufficiency of which are hereby acknowledged, the parties hereto hereby agree to amend the Security Agreement as follows:

1. Schedules. Schedules A, B and C as referred to in the Security Agreement shall be deemed to refer to Schedules A, B and C, as amended by Amendment No. 1 to Schedules A, B and C which is attached hereto.

2. Effect of Amendment. Except as expressly amended by this Amendment, the terms of the Security Agreement shall remain in full force and effect as executed.

IN WITNESS WHEREOF, the Borrower and Agent have each caused this Amendment to be duly executed and delivered by an officer thereunto duly authorized as of the date first above written.

ARR-MAZ PRODUCTS, L.P.

By 
Its Vice President

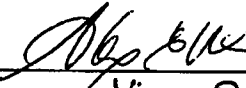
Agreed and Accepted this ____ day of
January, 2005.

**ANTARES CAPITAL CORPORATION,
as Agent**

By _____
Its _____

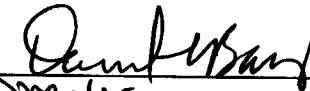
IN WITNESS WHEREOF, the Borrower and Agent have each caused this Amendment to be duly executed and delivered by an officer thereunto duly authorized as of the date first above written.

ARR-MAZ PRODUCTS, L.P.

By 
Its Vice President

Agreed and Accepted this 13th day of
January, 2005.

**ANTARES CAPITAL CORPORATION,
as Agent**

By 
Its Director

AMENDMENT NO. 1 TO SCHEDULES A, B and C

SCHEDULE A

PATENTS

U.S. Patent Registrations

<u>HOLDER</u>	<u>PATENT</u>	<u>REGISTRATION NUMBER</u>	<u>REGISTRATION DATE</u>
ARR-MAZ Products, L.P.	Aggregate Stabilization	4,822,425	4/18/89
ARR-MAZ Products, L.P.	Phosphate Beneficiation Process Using Polymers as Slime Flocculants	5,858,214	1/12/99
ARR-MAZ Products, L.P.	Fiber Dispensing System	5,931,610	8/3/99
ARR-MAZ Products, L.P.	Fiber Dispensing System	5,947,645	9/7/99
ARR-MAZ Products, L.P.	Dust Measurement System For Granular Matter	6,062,094	5/16/00
ARR-MAZ Products, L.P.	A System And Method For Monitoring Environmental Conditions Inside a Granulated Pile	6,127,937	10/3/00
ARR-MAZ Products, L.P.	Dust Control Composition for Fertilizer and Method of Treatment of Fertilizer	6,355,083	3/12/02
ARR-MAZ Products, L.P.	Silo Granular Feed Distribution and Ladder Chute Apparatus	6,340,394	1/22/02
ARR-MAZ Products, L.P.	Method of Reducing Phosphate Ore Losses in a Desliming Process	6,805,242	10/19/04

ARR-MAZ Products, L.P.	Coating Compositions Containing Methyl/Ethyl Esters and Methods of Using Same	6,514,331	2/4/03
ARR-MAZ Products, L.P.	Coating Compositions Containing Methyl/Ethyl Esters and Methods of Using Same	6,514,332	2/4/03

Foreign Patent Registrations

<u>HOLDER</u>	<u>PATENT</u>	<u>COUNTRY</u>	<u>REGISTRATION NUMBER</u>	<u>REGISTRATION DATE</u>
ARR-MAZ Products, L.P.	Coating Compositions Containing Methyl/Ethyl Esters and Methods of Using Same	Canada	2,371,837	2/14/02
ARR-MAZ Products, L.P.	Silo Granular Feed Distribution and Ladder Chute Apparatus	Canada	2,325,066	11/02/00

U.S. Patent Applications

<u>HOLDER</u>	<u>PATENT</u>	<u>APPLICATION NUMBER</u>	<u>APPLICATION DATE</u>
ARR-MAZ Products, L.P.	Aggregate Stabilizing Emulsion and a Mixture of the Emulsion with Aggregate	10/143,689	5/10/02
ARR-MAZ Products, L.P.	Method Of Concentrating Phosphates From Their Ores	09/925,787	8/9/01
ARR-MAZ Products, L.P.	Coating Compositions for Free-Flowing Dry Materials and Methods of Using Same	10/304,256	11/26/02
ARR-MAZ Products, L.P.	Coating Compositions Containing Methyl/Ethyl Esters and Methods of Using Same	PCT/US02/02396	1/28/02
ARR-MAZ Products, L.P.	Coating Compositions	10/919,782	8/17/04

Foreign Patent Applications

<u>HOLDER</u>	<u>PATENT</u>	<u>COUNTRY</u>	<u>APPLICATION NUMBER</u>	<u>APPLICATION DATE</u>
ARR-MAZ Products, L.P.	Coating Compositions Containing Methyl/Ethyl Esters and Methods of Using Same	China	02802891.0	5/14/03

ARR-MAZ Products, L.P.	Composition and Method for Controlling Dust for Fertilizer Particles	Brazil	PI0206209-7	8/23/02
ARR-MAZ Products, L.P.	Coating Compositions Containing Methyl/Ethyl Esters and Methods of Using Same	Brazil	PI0206732-3	2/23/03

Patent Licenses

None.

SCHEDULE B

COPYRIGHTS

U.S. Copyright Registrations

None.

Foreign Copyright Registrations

None.

U.S. Copyright Applications

None.

Foreign Copyright Applications

None.

Copyright Licenses

None.

SCHEDULE C

TRADEMARKS

U.S. Trademark Registrations

<u>HOLDER</u>	<u>MARK</u>	<u>REGISTRATION NUMBER</u>	<u>REGISTRATION DATE</u>
ARR-MAZ Products, L.P.	AD-HERE	1,511,392	11/8/88
ARR-MAZ Products, L.P.	FIBERMATIC	2,362,589	6/27/00
ARR-MAZ Products, L.P.	DUSTROL	1,537,152	5/2/89
ARR-MAZ Products, L.P.	ROAD OYL	2,638,423	10/22/02

Foreign Trademark Registrations

None.

U.S. Trademark Applications

<u>HOLDER</u>	<u>MARK</u>	<u>SERIAL NUMBER</u>	<u>APPLICATION DATE</u>
ARR-MAZ Products, L.P.	Custamine	76/583,910	3/29/04
ARR-MAZ Products, L.P.	Custofloat	76/583,909	3/29/04

Foreign Trademark Applications

<u>HOLDER</u>	<u>MARK</u>	<u>COUNTRY</u>	<u>APPLICATION NUMBER</u>	<u>APPLICATION DATE</u>
ARR-MAZ Products, L.P.	AD-HERE	Brazil	824.856.910	9/19/02
ARR-MAZ Products, L.P.	AD-HERE	Norway	200301369	2/12/03

ARR-MAZ Products, L.P.	DUSTROL	Brazil	824.856.929	9/19/02
ARR-MAZ Products, L.P.	DUSTROL	Canada	1156319	10/21/02
ARR-MAZ Products, L.P.	DUSTROL	China	3502578	3/27/03
ARR-MAZ Products, L.P.	AD-HERE	Canada	1,154,751	10/3/02
ARR-MAZ Products, L.P.	AD-HERE	European Comm.	002957876	11/29/02

Trademark Licenses

None.