TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST
EFFECTIVE DATE:	12/30/2004

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
VPI Corporation		03/30/2005	CORPORATION: WISCONSIN

RECEIVING PARTY DATA

Name:	JPMorgan Chase Bank, N.A.
Street Address:	20975 Swenson Drive
Internal Address:	Ste. 110
City:	Waukesha
State/Country:	WISCONSIN
Postal Code:	53186
Entity Type:	National Banking Association:

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Serial Number:	78434860	SURFACING EVERYWHERE
Registration Number:	599587	CONDUCTILE
Registration Number:	2381747	CONDUCTILE LE
Registration Number:	2296763	CONDUCTILE XLE
Registration Number:	670542	VINYLAST
Registration Number:	1276162	VPI
Registration Number:	2793491	VPI
Registration Number:	617400	TERRALAST

CH $215.00 78434860

CORRESPONDENCE DATA

Fax Number: (414)298-8097
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 414-298-1000

Email: klee@reinhartlaw.com
Correspondent Name: Kent A. Lee, Esq.
Address Line 1: 1000 North Water Street
Address Line 2: Suite 2100
Address Line 4: Milwaukee, WISCONSIN 53202

NAME OF SUBMITTER:	Kent A. Lee
Signature:	/kal/
Date:	04/26/2005

Total Attachments: 2
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NOTICE OF SECURITY INTEREST IN TRADEMARKS

THIS NOTICE OF SECURITY INTEREST IN TRADEMARKS is effective the 30th day of December, 2004 by and between JPMORGAN CHASE BANK, N.A. (the "Bank") and VPI CORPORATION, a Wisconsin corporation (the "Company").

The Company and the Bank acknowledge the following:

A. The Bank and the Company have executed a Security Agreement dated as of December 30, 2004 (the "Security Agreement").

B The Company owns the trademarks (the "Trademarks") listed on Exhibit A attached hereto, which Trademarks have been granted by, or applications therefor are pending before, the United States Patent and Trademark Office.

C. The Company has granted to the Bank a security interest in the Trademarks and the goodwill of the Company's business connected with and symbolized by the Trademarks on the terms and conditions set forth in the Security Agreement.

D. Pursuant to the Security Agreement, the Company has granted to the Bank a security interest in and to all of the Trademarks and applications therefor, now owned or from time to time after the date hereof owned or acquired by the Company, and in and to all proceeds and benefits thereof.

Dated as of the 30 day of March, 2005.

JPMORGAN CHASE BANK, N.A.

Address:
20975 Swenson Dr., Ste. 110
Waukesha, WI 53186

BY Mark P. Brass
Name: Mark P. Brass
Title: First Vice President

VPI CORPORATION

Address:
3123 S. Ninth Street
Sheboygan, WI 53082

BY Robert Moe Pherson
Name: Robert Moe Pherson
Title: Executive Vice President / CFO

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EXHIBIT A

U.S. Trademarks

Mark	Jurisdiction	Registration Number (Appl. No.)	Issue Date (Filing Date)	Renewal/Use Declaration Date
CONDUCTILE	U.S.	599,587	12/21/1954	12/21/2014
CONDUCTILE LE	U.S.	2,381,747	08/29/2000	08/29/2006
CONDUCTILE XLE	U.S.	2,296,763	11/30/1999	11/30/2005
SURFACING EVERYWHERE	U.S.	(78/434,860)	(06/14/2004)	N/A
VINYLAST	U.S.	670,542	12/02/1958	12/02/2008
VPI (Stylized)	U.S.	1,276,162	05/01/1984	05/01/2014
VPI (Stylized)	U.S.	2,793,491	12/16/2003	12/16/2009
TERRALAST	U.S.	617,400	12/13/1955	12/13/2005

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