

**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
Al-Jon Manufacturing, L.L.C.		02/28/2006	LIMITED LIABILITY COMPANY: DELAWARE

**RECEIVING PARTY DATA**

Name:	Morgan Keegan Mezzanine Fund, L.P.
Street Address:	30 Burton Hills Blvd., Suite 500
City:	Nashville
State/Country:	TENNESSEE
Postal Code:	37215
Entity Type:	LIMITED PARTNERSHIP: DELAWARE

**PROPERTY NUMBERS Total: 6**

Property Type	Number	Word Mark
Registration Number:	2726941	AL-JON
Registration Number:	2726942	AL JON
Registration Number:	1207883	AL-JON
Registration Number:	2526465	QUAD-POST
Registration Number:	1203395	AL-JON
Registration Number:	1203396	AL-JON

**CORRESPONDENCE DATA**

Fax Number: (615)251-1059  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: (615) 256-0500  
 Email: cas@h3gm.com  
 Correspondent Name: Christopher A. Scharman  
 Address Line 1: 315 Deaderick Street, Suite 1800  
 Address Line 4: Nashville, TENNESSEE 37238-1800

OP \$165.00 2726941

ATTORNEY DOCKET NUMBER:	8594-06001
NAME OF SUBMITTER:	Christopher A. Scharman
Signature:	/Chris Scharman/
Date:	03/10/2006
Total Attachments: 4 source=Collateral IP Assignment#page1.tif source=Collateral IP Assignment#page2.tif source=Collateral IP Assignment#page3.tif source=Collateral IP Assignment#page4.tif	

THIS ASSIGNMENT AND THE RIGHTS AND OBLIGATIONS EVIDENCED HEREBY ARE SUBORDINATE IN THE MANNER AND TO THE EXTENT SET FORTH IN THAT CERTAIN SUBORDINATION AGREEMENT (THE "SUBORDINATION AGREEMENT") DATED AS OF FEBRUARY 28, 2006, AMONG MORGAN KEEGAN MEZZANINE FUND, L.P. AND TENTH STREET FUND I, L.P. AS JUNIOR CREDITORS, AL-JON MANUFACTURING, L.L.C. AS BORROWER, AND NATIONAL CITY BANK OF THE MIDWEST (THE "ADMINISTRATIVE AGENT"). TO THE INDEBTEDNESS (INCLUDING INTEREST) OWED BY BORROWER PURSUANT TO THAT CERTAIN CREDIT AGREEMENT DATED AS OF FEBRUARY 28, 2006 AMONG BORROWER, THE ADMINISTRATIVE AGENT, AND CERTAIN OTHER LENDERS FROM TIME TO TIME PARTIES THERETO, AS SUCH LOAN AND SECURITY AGREEMENT HAS BEEN AND HEREAFTER MAY BE AMENDED, SUPPLEMENTED OR OTHERWISE MODIFIED FROM TIME TO TIME; AND EACH PARTY TO THIS AGREEMENT SHALL BE BOUND BY THE PROVISIONS OF THE SUBORDINATION AGREEMENT.

### **COLLATERAL ASSIGNMENT OF TRADEMARKS AND PATENTS**

THIS ASSIGNMENT, is made and effective as of February 28, 2006, by AL-JON MANUFACTURING, L.L.C., a Delaware limited liability company ("Assignor"), to MORGAN KEEGAN MEZZANINE FUND, L.P., a Delaware limited partnership, for itself and as agent pursuant to the Loan Documents (defined below), ("Assignee").

WHEREAS, Assignor is the owner of the patents and trademarks registered in the United States Patent and Trademark Office and identified on Exhibit A (collectively, the "Intellectual Property"); and

WHEREAS, Assignor desires to grant a security interest in the Intellectual Property to Assignee to secure the complete and timely satisfaction of all of Assignor's obligations pursuant to that certain Loan Agreement, dated February 28, 2006, and that certain Security Agreement between Assignor and Assignee, dated February 28, 2006, (collectively, the "Loan Documents").

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby assign and grant to Assignee a security interest in, a general lien upon and/or a right of set-off against, all right, title and interest of the Assignor in and to the Intellectual Property, together with the goodwill symbolized thereby, and the above identified registrations, as security for the payment and performance of all amounts and obligations owed by Assignor to Assignee pursuant to the Loan Documents.

Upon Assignor's complete satisfaction of all of Assignor's obligations under the Loan Documents, at the request and expense of Assignor, Assignee will file with the United States Patent and Trademark Office a release of this Assignment, discharging the Intellectual Property from the encumbrances of said Loan Documents and releasing Assignee's interest in the Intellectual Property granted in the Loan Documents.

IN WITNESS WHEREOF, the Assignor has executed this Assignment as of the date above written.

**“ASSIGNOR”**

AL-JON MANUFACTURING, L.L.C.

By: *William F. Haan*  
Name: William F. Haan  
Title: Vice President

By: *Ian Massey*  
Name: Ian Massey  
Title: Vice President

STATE OF Colorado )

COUNTY OF Arapahoe )

I hereby certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared William F. Haan, known to me (or proved to me on the basis of satisfactory evidence) to be the person described herein and who executed the forgoing instrument and acknowledged that he executed the within instrument for the purposes therein contained.

Sworn to and subscribed before me, this 20 day of February, 2006.

*Viviana Nicholson*  
Notary Public

My Commission Expires:  
3/22/2008



STATE OF Colorado )

COUNTY OF Arapahoe )

I hereby certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Ian Massey, known to me (or proved to me on the basis of satisfactory evidence) to be the person described herein and who executed the forgoing instrument and acknowledged that he executed the within instrument for the purposes therein contained.

Sworn to and subscribed before me, this 28 day of February, 2006.

Viviana Nicholson  
Notary Public

My Commission Expires:

3/22/2008



## EXHIBIT A

### Intellectual Property

#### Trademarks

<u>TRADEMARK DESCRIPTION</u>	<u>COUNTRY</u>	<u>SERIAL NO.</u>	<u>REG. NO.</u>	<u>STATUS</u>	<u>DATE OF REGISTRATION</u>
Trademark: Al-Jon (Typed Drawing)	United States	76,437,139	2,726,941	Registered	June 17, 2003
Trademark: Al-Jon (Design Plus)	United States	76,437,141	2,726,942	Registered	June 17, 2003
Trademark: Al-Jon (Words)	United States	73,312,059	1,207,883	Registered	September 14, 1982
Trademark: Quad- Post (Typed Drawing)	United States	75,643,617	2,526,465	Registered	January 8, 2002
Trademark: Al-Jon (Typed Drawing)	United States	73,311,976	1,203,395	Registered	August 3, 1982
Trademark: Al-Jon (Design Plus)	United States	73,312,060	1,203,396	Registered	August 3, 1982

#### Patents

<u>PATENT DESCRIPTION</u>	<u>COUNTRY</u>	<u>PATENT NO.</u>	<u>FILING DATE</u>	<u>STATUS</u>
Vehicle Recycling System and Method	United States	6,571,693	October 6, 2000	Current
Material Press Having Pivotaly Connected Crushing Lid and a Reducible Height for Transit	United States	5,782,176	July 23, 1996	Current