# TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

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|---|---|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | SECURITY INTEREST |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|---|---|---|---|
| BURKE INDUSTRIES (DELAWARE), INC. | | 11/21/2006 | CORPORATION: DELAWARE |

RECEIVING PARTY DATA

| | |
|---|---|
| Name: | THE CIT GROUP/COMMERCIAL SERVICES, INC. |
| Street Address: | 300 South Grand Avenue, 10th Floor |
| City: | Los Angeles |
| State/Country: | CALIFORNIA |
| Postal Code: | 90071 |
| Entity Type: | CORPORATION: NEW YORK |

PROPERTY NUMBERS Total: 16

| Property Type | Number | Word Mark |
|---|---|---|
| Serial Number: | 78514970 | ECOSCORE |
| Registration Number: | 2598053 | BURKE MERCER |
| Registration Number: | 2611504 | MIRROR-FINISH |
| Registration Number: | 1829424 | UNI-COLOR |
| Registration Number: | 1851494 | MERCER |
| Registration Number: | 1787537 | FLECKSIBLES |
| Registration Number: | 1737636 | VAC-Q-ROOF |
| Registration Number: | 1651500 | RUBBERMYTE |
| Registration Number: | 1518089 | ROULEAU |
| Registration Number: | 1372591 | DOCKSIDERS |
| Registration Number: | 1339210 | BURKEBASE |
| Registration Number: | 1355586 | MAXXI-TREAD |
| Registration Number: | 1188755 | ENDURA |

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|---|---|---|
| Registration Number: | 1063868 | BURKE INDUSTRIES |
| Registration Number: | 0867442 | ARGONAUT |
| Registration Number: | 0861475 | MERCER FRICTION GRIP |

CORRESPONDENCE DATA


Fax Number: (213)630-5728

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 213-891-5011

Email: jhawke@buchalter.com

Correspondent Name: Jody Hawke

Address Line 1: 1000 Wilshire Boulevard, Suite 1500

Address Line 4: Los Angelese, CALIFORNIA 90017-2457


| | |
|---|---|
| ATTORNEY DOCKET NUMBER: | C3756-0004 |
| NAME OF SUBMITTER: | Jody Hawke |
| Signature: | /Jody Hawke/ |
| Date: | 11/30/2006 |

Total Attachments: 5

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# MEMORANDUM OF SECURITY INTEREST IN INTELLECTUAL PROPERTY

BURKE INDUSTRIES (DELAWARE), INC., a Delaware corporation, whose address is 2250 South 10th Street, San Jose, California 95112 ("Debtor") hereby acknowledges that it has granted to THE CIT GROUP/COMMERCIAL SERVICES, INC., a New York corporation, whose address is 300 South Grand Avenue, 10th Floor, Los Angeles, California 90071 (the "Secured Party"), a security interest in and to all of the Debtor's right, title and interest in and to: (a) the trademark and trademark registrations and applications therefor which are identified on Exhibit A attached hereto and herein incorporated by this reference owned by Debtor (the "Trademarks"), together with the goodwill and assets of the business; (b) the patents and patent applications which are identified on Exhibit B attached hereto and herein incorporated by this reference owned by Debtor (the "Patents"); and (c) the copyright registrations which are identified on Exhibit C attached hereto and herein incorporated by this reference owned by Debtor (the "Copyrights") to which such Trademarks, Patents, and Copyrights are appurtenant and all actions for infringement concerning the foregoing.

The terms and conditions of the aforementioned security interest are contained in that certain Financing Agreement dated as of November 21, 2006 (the "Agreement"), entered into between the Debtor and Secured Party, as security for the obligations as set forth in the Agreement and other agreements referred to therein. Nothing contained in this Memorandum of Security Interest in Intellectual Property shall be construed as a present or absolute assignment of any of the collateral nor as limiting any interest which Secured Party may have in any other collateral described in the Agreement or otherwise.

* * * * *

IN WITNESS WHEREOF, the undersigned has duly executed this document as of this 21st day of November, 2006.

BURKE INDUSTRIES (DELAWARE), INC.,
a Delaware corporation

By: _____
Name: Edward Reginelli
Title: Chief Financial Officer, Vice President and Secretary



TRADEMARK
REEL: 003436 FRAME: 0284

## EXHIBIT A

## TRADEMARKS

| Mark | Registration No./ Application No. | Registration Date/ File Date |
|---|---|---|
| Ecoscore and Design | 78-514,970 | 11/10/04 |
| Burke Mercer | 2,598,053 | 7/23/02 |
| Mirror-Finish | 2,611,504 | 8/27/02 |
| Uni-Color | 1,829,424 | 4/5/94 |
| Mercer | 1,851,494 | 8/30/94 |
| Flecksibles | 1,787,537 | 8/10/93 |
| Vac-Q-Roof | 1,737,636 | 12/1/92 |
| Rubberlyte | 1,651,500 | 7/23/91 |
| Rouleau | 1,518,089 | 12/27/88 |
| Docksiders | 1,372,591 | 11/26/85 |
| Burkebase | 1,339,210 | 6/4/85 |
| Maxxi-Tread | 1,355,586 | 8/20/85 |
| Endura | 1,188,755 | 2/2/82 |
| Burke Industries | 1,063,868 | 4/19/77 |
| Argonaut | 867,442 | 4/1/69 |
| Mercer Friction Grip | 861,475 | 12/3/68 |

## EXHIBIT B

## PATENTS

| | Patent | Registration No./ Application No. | Issue Date/ File Date |
|---|---|---|---|
| 1. | Passive Pathway Marking System | 5,724,909 | 3/10/98 |
| 2. | Protective Toe Cap for Footwear | 4,735,003 | 4/5/88 |
| 3. | Roof Membrane Holdown System | 4,608,792 | 9/2/86 |
| 4. | Tensioned Reservoir Cover, Rainwater Run-Off Enhancement System | 4,603,790 | 8/5/86 |



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## EXHIBIT C

## COPYRIGHTS

| Title | Registration No. | Registration Date |
|---|---|---|
| 1. CONCEPT SKETCH, PORT DOUGLAS RESERVOIR, BURKE FLOATING RESERVOIR COVER | VA 217-869 | 3/17/1986 |
| 2. BURKE DEFINED SUMP FLOATING RESERVOIR COVER FOR A SLOPE SIDED RECTANGULAR POND | VA 217-868 | 3/17/1986 |
| 3. CONCEPT SKETCH, ECHUCA RESERVOIR, BURKE FLOATING RESERVOIR COVER | VA 217-546 | 3/17/1986 |
| 4. 4 STEP INSTALLATION MANUAL FOR BURKE SOLAR HEATERS | A803560 | 11/12/1976 |



RECORDED: 11/30/2006

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