TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Transfer of Security Interest in Trademarks as recorded on 12/04/2006 at Reel 003437, Frame 0585

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Contrarian Financial Service Company, LLC, as Administrative Agent		12/04/2006	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Wachovia Capital Finance Corporation (New England)
Street Address:	One Post Office Square
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02109
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Registration Number:	2104137	DURAFOIL
Registration Number:	2743256	ENGINEERED MATERIALS SOLUTIONS
Registration Number:	2767329	ENGINEERED MATERIALS SOLUTIONS, INC.
Registration Number:	1725336	SILVAR
Registration Number:	0335218	TRUFLEX

OP $140.00 2104137

CORRESPONDENCE DATA

Fax Number: (917)368-7136
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 212-905-3662
Email: mfarinas@oshr.com
Correspondent Name: Mercedes Farinas
Address Line 1: 230 Park Avenue
Address Line 2: Otterbourg, Steindler, Houston & Rosen

Address Line 4:	New York, NEW YORK 10169
NAME OF SUBMITTER:	Mercedes Farinas
Signature:	/Mercedes Farinas/
Date:	01/19/2007

Total Attachments: 8
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[Execution]

TRANSFER OF SECURITY INTEREST IN TRADEMARKS

WHEREAS, Engineered Materials Solutions, Inc., a Delaware corporation, having a place of business at 39 Perry Avenue, Attleboro, Massachusetts 02703 ("Debtor") granted a security interest in and lien upon certain trademarks and related rights to Contrarian Financial Service Company, LLC ("Contrarian"), as Administrative Agent ("Secured Party"), having a place of business at 411 W. Putnam Avenue, Suite 225, Greenwich, Connecticut 06830, as set forth in the Intellectual Property Security Agreement, dated as of October 23, 2006, by and among Debtor, certain of its affiliates, Secured Party and the lenders for whom Secured Party is acting as agent (the "Security Agreement");

WHEREAS, an executed copy of the Security Agreement was recorded in the United States Patent and Trademark Office on December 4, 2006 at Reel 003437, Frame 0585;

WHEREAS, Wachovia Capital Finance Corporation (New England), a Massachusetts corporation ("Wachovia"), having a place of business at One Post Office Square, Boston, Massachusetts 02109 has been appointed as Administrative Agent to succeed to Contrarian, such that on and after the date hereof Wachovia shall be the Secured Party under the Security Agreement with respect to, among other things, the trademarks more fully identified in Schedule A annexed hereto and made a part hereof, together with the goodwill of the business symbolized thereby;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Contrarian hereby:

1. confirms that Wachovia in its capacity as Administrative Agent under the Security Agreement has succeeded to all of the right, title and interests of Contrarian as Secured Party under and pursuant to the Security Agreement, including, without limitation, any and all liens, security interests, right, title and interest of Secured Party pursuant to the Security Agreement in the trademarks owned by Debtor more fully identified in Schedule A annexed hereto and made a part hereof, together with the goodwill of the business symbolized thereby;

2. agrees that on and after the date hereof Wachovia as Administrative Agent shall succeed to all of the right of Contrarian under any power of attorney or similar rights granted by a Debtor to Contrarian as Secured Party pursuant to or in connection with the Security Agreement; and

3. authorizes and requests that the Patent and Trademark Office note and record the existence of the transfer of the rights of Contrarian to Wachovia provided for above.

This Agreement shall be governed by the internal laws of the State of New York but excluding any principles of conflicts of law or other rule of law that would cause the application of the law of any jurisdiction other than the laws of the State of New York.

IN WITNESS WHEREOF, Secured Party has caused this Transfer of Security Interest in Trademarks to be executed by its duly authorized corporate officer this December ___, 2006.

CONTRARIAN FINANCIAL SERVICE COMPANY, LLC

By: Contrarian Capital Management, L.L.C., its Manager

By: _____
Name: JANICE M. STANTON
Title: MEMBER

By: _____
Name: Stephen J. Czech
Title: Managing Director

ACKNOWLEDGED:

ENGINEERED MATERIALS SOLUTIONS, INC.

By: _____
Name: _____
Title: _____

WACHOVIA CAPITAL FINANCE CORPORATION (NEW ENGLAND), as successor Administrative Agent

By: _____
Name: _____
Title: _____

STATE OF CT)
) ss.:
COUNTY OF Fairfield

On the 21st day of ~~November~~ December, 2006, before me personally came Jamie Stratton, to me known, who being by me duly sworn, did depose and say, that he/she is the Member of CONTRARIAN FINANCIAL SERVICE COMPANY, LLC, as Agent and that the foregoing instrument was signed on behalf of such limited liability company by order of said limited liability company.

Notary Public

JULIE H EISELE
Notary Public
Connecticut
My Commission Expires Jun 30, 2010

STATE OF CT)
) ss.:
COUNTY OF Fairfield

On the 21st day of ~~November~~ December, 2006, before me personally came Stephen Czech, to me known, who being by me duly sworn, did depose and say, that he/she is the Manager of CONTRARIAN FINANCIAL SERVICE COMPANY, LLC, as Agent and that the foregoing instrument was signed on behalf of such limited liability company by order of said limited liability company.

Notary Public

JULIE H EISELE
Notary Public
Connecticut
My Commission Expires Jun 30, 2010

IN WITNESS WHEREOF, Secured Party has caused this Transfer of Security Interest in Trademarks to be executed by its duly authorized corporate officer this December ___, 2006.

CONTRARIAN FINANCIAL SERVICE COMPANY, LLC

By: Contrarian Capital Management, L.L.C., its Manager

By: _____
Name: _____
Title: _____

By: _____
Name: _____
Title: _____

ACKNOWLEDGED:

ENGINEERED MATERIALS SOLUTIONS, INC.

By: _____
Name: _____
Title: _____

WACHOVIA CAPITAL FINANCE CORPORATION (NEW ENGLAND), as successor Administrative Agent

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, Secured Party has caused this Transfer of Security Interest in Trademarks to be executed by its duly authorized corporate officer this December ___, 2006.

CONTRARIAN FINANCIAL SERVICE COMPANY, LLC

By: Contrarian Capital Management, L.L.C., its Manager

By: _____
Name: _____
Title: _____

By: _____
Name: _____
Title: _____

ACKNOWLEDGED:

ENGINEERED MATERIALS SOLUTIONS, INC.

By: _____
Name: _____
Title: _____

WACHOVIA CAPITAL FINANCE CORPORATION (NEW ENGLAND), as successor Administrative Agent

By: _____
Name: Melissa A. Provost
Title: Vice President

SCHEDULE B
to
IP SECURITY AGREEMENT

LIST OF TRADEMARKS

TRADEMARK APPLICATIONS AND REGISTRATIONS

Trademark	Country	Status	App. No./ Reg. No.	App. Date/ Reg. Date

TRADEMARK LICENSES

Name of Agreement	Parties	Date of Agreement

ENGINEERED MATERIALS SOLUTIONS, INC. Trademarks

Country	Mark	Status	Cl	App. No.	Filing Date	Reg. No.	Reg. Date	goods/services	Action	Due Date
Argentina	TRUFLEX	Registered	11	1816908		2012196	9/30/1993	apparatus for lighting, heating, steam generating, cooking, refrigerating, drying, ventilating, water supply and sanitary purposes	Renewal	2/21/2015
Argentina	TRUFLEX	Registered	06	1816909		2012195	9/30/1993	thermostatic metal products	Renewal	2/21/2015
Australia	TRUFLEX	Registered	06			A121916	2/2/1969	thermostat metal of all kinds	Renewal	2/2/2007
Benelux	TRUFLEX (STYLIZED)	Registered	06	541243	8/10/1971	47976	8/10/1991	thermostatic metal	Renewal	8/10/2011
Brazil	TRUFLEX	Registered	6.			2176262	3/3/1948	thermostatic metal	Renewal	3/3/2008
Canada	TRUFLEX	Registered		173453	6/3/1938	UCA16519	6/3/1938	thermostatic metal	Renewal	6/3/2013
European Community	ENGINEERED MATERIALS SOLUTIONS AND DESIGN	Registered	40	3646007	2/3/2004	3646007	5/18/2005	custom manufacture of clad metals and bimetal strips and sheets for use in manufacture of finished products; custom manufacture of electrical contacts.	Renewal	2/3/2014
France	TRUFLEX	Renewal Pending	06	773651	12/23/1985	1336067	12/23/1985	metal thermostatic; common metals and their alloys; building materials of metal; transportable buildings of metal; metal materials for railway tracks; cables and non electric wires of common metal; locks and hardware of metal; pipes of metal; cases strong, metal products not included in other classes; ores	Renewal pending	
Germany	TRUFLEX (STYLIZED)	Registered	06; 14	M89149WZ	11/10/1954	681332	9/7/1955	metals including fine and common metals and their alloys, in particular bond metals for thermostatic purposes	Renewal	11/30/2014
Italy	TRUFLEX	Renewal Pending	06	3294 91 RM	9/18/1991	613902	10/15/1991	thermostatic metals	Renewal pending	
Japan	TRUFLEX (STYLIZED)	Registered	06	S56-009711	2/10/1981	1649897	3/30/1994	irons and steel; materials of metals for thermostat having flexibility by heating; nonferrous metals and their alloys	Renewal	1/26/2014
Spain	TRUFLEX	Registered	06	346543	3/20/1959	346543	3/20/1959	metals for thermostats	Renewal	3/20/2009
Sweden	TRUFLEX	Registered	06	91-7824		251318	9/3/1993	common thermostatic metal	Renewal	9/3/2013
United Kingdom	TRUFLEX (STYLIZED)	Registered	06	B691221	8/2/1950	B691221	8/2/1950	thermostatic bi-metals	Renewal	8/2/2009
United States of America	DURAFOIL	Registered	06	75/082565	2/26/1996	2104137	10/7/1997	metallic substrate materials for catalyst	Renewal	10/7/2007
United States of America	ENGINEERED MATERIALS SOLUTIONS AND DESIGN	Registered	40	76/189754	1/4/2001	2743256	7/29/2003	custom manufacture of clad metals and bimetal strips and sheets for use in manufacture of finished products; custom manufacture of electrical contacts.	Aff of use - 6 year Renewal	7/29/2009 7/29/2013
United States of America	ENGINEERED MATERIALS SOLUTIONS, INC	Registered	40	76/150086	10/19/2000	2767329	9/23/2003	custom manufacture of clad metals and bimetal strips and sheets for use in manufacture of finished products; custom manufacture of electrical contacts.	Aff of use - 6 year Renewal	9/23/2009 9/23/2013
United States of America	SILVAR	Registered	06	74/248434	2/21/1992	1725336	10/20/1992	housing for electronic circuits	Renewal	10/20/2012
United States of America	TRUFLEX	Registered	06	71/372767	12/18/1935	335218	5/26/1936	thermostatic metal	Renewal	5/26/2016

TRADEMARK
REEL: 003465 FRAME: 0303
RECORDED: 01/19/2007