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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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1-10-07

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)

Tab settings ⇌ ⇌ ⇌ ▼

To the Honorable Commissioner of P.

original documents or copy thereof.

1. Name of conveying party(ies):

Latrobe Steel Company

- Individual(s)
- General Partnership
- Corporation-State
- Other _____
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: 12/08/06

2. Name and address of receiving party(ies)

Name: PNC Bank, National Association

Internal

Address: _____

Street Address: 249 Fifth Ave, One PNC Plaza

City: Pittsburgh State: PA Zip: 15222

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) 75/107439

B. Trademark Registration No.(s) 199407

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Jenifer S. Tarasi, Esquire

Internal Address: _____

Street Address: Thorp Reed & Armstrong, LLP
One Oxford Centre, 301 Grant Street, 14th Fl.

City: Pittsburgh State: PA Zip: 15219-1425

6. Total number of applications and registrations involved: 26

7. Total fee (37 CFR 3.41).....\$ 665.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: _____

DO NOT USE THIS SPACE

9. Signature.

Jenifer S. Tarasi, Esquire

Jenifer S. Tarasi

12/11/06

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and document: 8

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

01/12/2007 DBYRNE 00000075 75107439

01 FC:8521
02 FC:8522

40.00 DP
625.00 DP

TRADEMARK
REEL: 003465 FRAME: 0327

1. Additional Names of Conveying Parties

OH&R Special Steels Company,
a Delaware corporation

4. B Additional Trademark Registration Nos.

417324
417917
417918
419971
428968
428969
560070
603509
666483
670490
670491
671084
674433
681694
683538
722496
722497
722498
759905
774374
774843
870335
1000945
1560474

NOTICE OF SECURITY INTEREST
U.S. TRADEMARKS

WHEREAS, Latrobe Steel Company, a Pennsylvania corporation ("LSC"), and OH&R Special Steels Company, a Delaware corporation ("OH&R") (LSC and OH&R are each, a "Grantor" and collectively, the "Grantors"), have adopted, used and are using the United States trademarks listed on the annexed Schedule A, which trademarks are registered in or subject to the trademark applications filed in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, pursuant to that certain Revolving Credit, Term Loan and Security Agreement, dated of even date herewith, by and among the Grantors, the other Borrowers (as defined in the Credit Agreement), the Guarantors (as defined in the Credit Agreement), PNC Bank, National Association ("PNC Bank"), and various other financial institutions from time to time (PNC Bank and such other financial institutions are each, a "Lender" and collectively, the "Lenders"), and PNC Bank, as administrative, syndication and collateral agent for the Lenders (in such capacity, the "Agent") (as amended, modified, supplemented or restated from time to time, the "Credit Agreement"), the Grantors are obligated to the Lenders and the Grantors have entered into that certain Patent, Trademark and Copyright Security Agreement, dated of even date herewith (the "Security Agreement") in favor of the Agent (for its benefit and the benefit of the Lenders); and

WHEREAS, pursuant to the Security Agreement, the Grantors have granted to the Agent (for its benefit and for the benefit of the Lenders), a mortgage on, pledge of and security interest in, all right, title and interest of the Grantors in and to the Trademarks, together with the entire goodwill of each Grantor's business, including, without limitation, such goodwill connected with and symbolized by the Trademarks, and the registrations or applications for registration thereof, and all proceeds thereof, including, without limitation, any royalties, claims for infringement and proceeds of sale or other disposition thereof (the "Trademark Collateral") to secure the payment and performance of the Obligations (as defined in the Credit Agreement).

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound hereby, each Grantor does hereby confirm its grant to the Agent (for its benefit and for the benefit of the Lenders) of a mortgage on, pledge of and security interest in the Trademark Collateral to secure prompt payment and performance of the Obligations.

Each Grantor does hereby further acknowledge and affirm that the rights and remedies of the Agent (for its benefit and for the benefit of the Lenders) with respect to the assignment of, mortgage on, pledge of and security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth in this Notice of Security Interest.

The Agent's address is PNC Bank, National Association, One PNC Plaza, 249 Fifth Avenue, 6th Floor, Pittsburgh, Pennsylvania 15222.

IN WITNESS WHEREOF, the Grantors have caused this Notice of Security Interest to be duly executed on the 8th day of December, 2006.

WITNESS:

Latrobe Steel Company

BPWT

By: Stephen Kotler (SEAL)

Name: Stephen Kotler

Title: Vice President, Secretary & Treasurer

WITNESS:

OH&R Special Steels Company

BPWT

By: Stephen Kotler (SEAL)

Name: Stephen Kotler

Title: Vice President, Secretary & Treasurer

ACKNOWLEDGMENT

STATE/Commonwealth of MA)
)
COUNTY OF Suffolk)

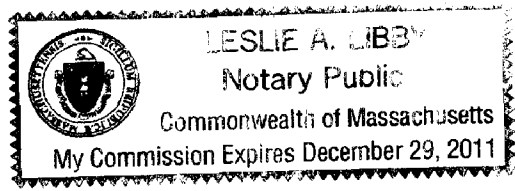
SS:

On this, the 8th day of December, 2006 before me, a Notary Public, the undersigned officer, personally appeared Stephen Kotler, who acknowledged himself/herself to be the Vice President, Secretary & Treasurer of Latrobe Steel Company, a Pennsylvania corporation (the "Company"), and that he/she as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the Company as such officer.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Leslie A. Libby
Notary Public

My Commission Expires:



ACKNOWLEDGMENT

STATE/Commonwealth of MA)
)
COUNTY OF Suffolk)

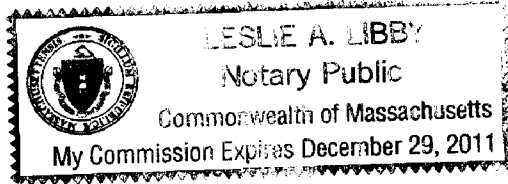
SS:

On this, the 8th day of December, 2006 before me, a Notary Public, the undersigned officer, personally appeared Stephen Kotler, who acknowledged ~~himself~~/herself to be the ~~Vice President, Secretary~~ Secretary of OH&R Special Steels Company, a Delaware corporation (the "Company"), and that he/she as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the Company as such officer.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Leslie A. Libby
Notary Public

My Commission Expires:



Schedule A

TRADEMARKS

1. The following domain names registered in the name of Timken are used by the Company and OH&R and will be assigned to the Company on or before the Closing Date:

koncor.biz
koncor.info
koncordrillrod.com
koncorflatground.com
koncorspecials.com
koncortoolbits.com
latrobesteel.com

2. The following unregistered trademarks:

Tool, Die and High Speed Steels

Badger	Dynavan	Riptide
Brickmold	E. No. 1	Saxman-6R
Cascade	GSN-Mo	Select B
Chipper Knife	HW-108	Stark
CLW	Kelvan	Super Colbalt
CM-50	Koncor	Tatmo
CM-52	Lanark	Tatmo Cobalt
CO06	Lescowear	Tatmo-V
Corsair	Magnadie	Tatmo-VN
Crusader	Mazeman	TNW
Dart	MGR	Whitebear
Double Six	Montana	XL Chisel
Dycast No. 1	Olympic	440 N-Die
		440C Air Melt

Specialty Alloy Steels

Lescalloy® HP 9-4™-30 VAC-ARC®	Nitralloy N™ VAC-ARC®
Nitralloy 135™ Modified VAC-ARC®	CBS-50 NiL™ VIM-VAR
CBS-600™ VIM-VAR	440-N-DUR™
CSS-42L™	

3. OH&R holds the Ohio registered trade name: Timken Latrobe Steel Distribution, registration number 1624718.

4. The registered trademarks and patents set forth on the lists following this page:

Registered Trademarks

<u>Trademark</u>	<u>Registration No.</u>	<u>Registration Date</u>
HY-GLO	199407	06/09/25
G.S.N. (Stylized)	417324	10/23/45
LUMDIE	417917	11/20/45
STAMINAL	417918	11/20/45
L.P.D.	419971	03/19/46
LESCO	428968	04/15/47
LESCO & Design	428969	04/15/47
VDC (Block Letters)	560070	06/17/52
XL (Block Letters)	603509	03/22/55
VISCOUNT	666483	09/02/58
VISCOUNT 20 (Stylized)	670490	12/02/58
VISCOUNT 44 (Block Letters)	670491	12/02/58
VAC-ARC	671084	12/16/58
HEDERVAN (Block Letters)	674433	02/24/59
DYNAFLEX (Stylized)	681694	07/14/59
LESCALLOY (Block Letters)	683538	08/18/59
BR 3	722496	10/10/61
BR-2 (Stylized)	722497	10/10/61
BR-4 (Stylized)	722498	10/10/61
DYNACUT (Stylized)	759905	11/12/63
L in Diamond in Square	774374	08/04/64
THERM-1-VAC (Stylized)	774843	08/11/64
DYNAMAX	870335	06/03/69
BG42	1000945	01/07/75
BEARCAT	1560474	10/17/89
ARROW & Design	Application No. 75/107439	Application Date 05/21/96