

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Release of Security Interest in Trademark Rights

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Black Diamond Commerical Finance L.L.C.		06/08/2007	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	WIP Technologies, Inc.
Street Address:	1105 North Market Street
Internal Address:	Suite 1300
City:	Wilmington
State/Country:	DELAWARE
Postal Code:	19899-8985
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 62

Property Type	Number	Word Mark
Registration Number:	1794481	ALL AMERICAN LADDER
Registration Number:	2433390	EDGE
Registration Number:	2490782	KELLER
Registration Number:	2492691	PUTTING PROJECTS IN REACH
Registration Number:	0646605	ALDEK
Registration Number:	0654877	ALFLO
Registration Number:	0946935	ALFLO
Registration Number:	1819679	AL ALL AMERICAN LADDER
Registration Number:	1819949	AL ALL AMERICAN LADDER
Registration Number:	1293887	ALUMA-BOARD
Registration Number:	0773809	ALUMA-PLANK
Registration Number:	1665862	
Registration Number:	1775720	CONTRACTOR BUDDY

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Registration Number:	1033911	ELECTRO-MASTER
Registration Number:	1269865	GLAS*MARK
Registration Number:	1121289	GUNTHER
Registration Number:	1822798	GUNTHER'S CASTLE
Registration Number:	1125915	GUNTHER
Registration Number:	1270257	GUNTHER W.
Registration Number:	1181821	GUNTHER
Registration Number:	1850194	AL ALL AMERICAN LADDER
Registration Number:	1773397	LEVEL-MASTER
Registration Number:	0799224	MIGHTY-LITE
Registration Number:	1574348	MULTI-LOK
Registration Number:	1199286	A NAME YOU CAN STAND ON
Registration Number:	1332840	SNAP-UP
Registration Number:	0780033	SPILL-PROOF
Registration Number:	0871006	SPIN-PROOF
Registration Number:	0801061	STA SAFE
Registration Number:	1853483	STOCKR'S LADDER
Registration Number:	1983247	SWEDGE-MASTER
Registration Number:	0738104	TASK-MASTER
Registration Number:	0796092	TOOL-TRA-TOP
Registration Number:	1139372	TRACTION-TRED
Registration Number:	1777637	TRUE GRIP
Registration Number:	1813378	TURNS EMPTY SPACE INTO STORAGE SPACE!
Registration Number:	1814958	TURNS EMPTY SPACE INTO STORAGE SPACE!
Registration Number:	0815235	TWIST-PROOF
Registration Number:	0840624	TWIST-PROOF
Registration Number:	1416401	
Registration Number:	0833191	WERNER
Registration Number:	1827202	WERNER
Registration Number:	1830143	WRAP-LOC
Registration Number:	1504593	MULTI-MASTER
Registration Number:	1875034	SHU-LOK
Registration Number:	2119469	SPACEMASTER
Registration Number:	2179553	PENGUIN PLATFORM LADDER
Registration Number:	2179664	PENGUIN

Registration Number:	2422204	LEVEL PRO
Registration Number:	2163829	COLUMBIA
Registration Number:	2081092	PRO-MASTER FIBERGLASS LADDERS
Registration Number:	2077173	LADDER POWER
Registration Number:	2077176	CERTIFIED WERNER LADDER SALES EXPERT
Registration Number:	2148827	PROJECT BUDDY
Registration Number:	2140314	SUREGRIP
Registration Number:	2119473	SAFETY SMART FOR ELECTRICAL PROJECTS
Registration Number:	0958677	JOB-MASTER
Registration Number:	0808638	TWIST PROOF
Registration Number:	0773486	UNI-RIM
Registration Number:	0808637	TWIST PROOF
Registration Number:	0764811	CONSTANCE HELPER
Registration Number:	0593162	ALUMILADDER

CORRESPONDENCE DATA

Fax Number: (917)777-3059
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 2127353059
Email: jward@skadden.com
Correspondent Name: Jennifer Ward
Address Line 1: 4 Times Square
Address Line 2: 30-118
Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:	077370/12
NAME OF SUBMITTER:	Jennifer Ward
Signature:	/jw/
Date:	07/09/2007

Total Attachments: 6
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RELEASE OF SECURITY INTEREST IN TRADEMARK RIGHTS

This Release of Security Interest in Trademark Rights (this "Release"), dated as of June 8, 2007, is made by BLACK DIAMOND COMMERCIAL FINANCE L.L.C. (as assignee of certain rights of JPMORGAN CHASE BANK pursuant to that certain Resignation, Appointment, Waiver and Amendment Agreement dated March 19, 2007) ("Assignor"), as Administrative Agent for the several banks and other financial institutions (the "Lenders") parties to the Credit Agreement (defined below), in favor of WIP TECHNOLOGIES, INC., a Delaware corporation ("Assignee"). Capitalized terms not defined herein shall have the meanings ascribed to them in the Credit Agreement (defined below).

WHEREAS, Werner Holding Co. (DE), Inc., a Delaware corporation and parent of Assignee ("Borrower"), the Lenders, the Assignor, Citigroup Global Markets Inc., as Syndication Agent, and Citigroup Global Markets Inc. and J.P. Morgan Securities Inc., as Arrangers, are parties to a Credit Agreement, dated as of June 11, 2003 (as amended, supplemented, or otherwise modified from time to time, the "Credit Agreement");

WHEREAS, pursuant to the Credit Agreement, the Lenders severally agreed to make Loans and other extensions of credit to the Borrower upon the terms and subject to the conditions set forth therein;

WHEREAS, in connection with the Credit Agreement, the Assignee and certain other subsidiaries of the Borrower executed and delivered a Collateral Agreement, dated as of June 11, 2003, in favor of the Assignor (together with all amendments and modifications, if any, from time to time thereafter made thereto, the "Collateral Agreement");

WHEREAS, pursuant to the Collateral Agreement, Assignee pledged and granted to the Assignor for the benefit of the Assignor and the Lenders a continuing security interest in all Intellectual Property, including the Trademarks;

WHEREAS, a Grant of Security Interest in Trademark Rights, dated December 23, 2003, was recorded in the United States Patent and Trademark Office on March 11, 2004, at Reel 2809, Frame 0057; and

WHEREAS, on April 25, 2007, the United States Bankruptcy Court for the District of Delaware entered an order approving the sale of substantially all of Borrower's and Assignee's assets, including the Trademarks, to New Werner Holding Co., Inc. f/k/a New Werner Holding (DE), LLC and terminating, releasing and discharging all of Assignor's lien upon and interest in the Trademarks.

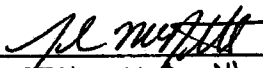
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby acknowledges and agrees with Assignee that the security interest granted to Assignor in the Trademarks (including, without limitation, those items listed on Schedule A hereto) has been terminated and released, and Assignor hereby terminates, releases, and reassigns to Assignee all of its right, title and interest of any kind or nature in, to, and under the Trademarks.

This Release may be executed in counterparts, each of which will be deemed an original, but all of which together constitute one and the same original.

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IN WITNESS WHEREOF, the parties hereto have caused this Release to be duly executed and delivered by their respective offers thereunto duly authorized as of the day and year first above written.

**BLACK DIAMOND COMMERCIAL FINANCE
L.L.C., as Assignor and Administrative Agent for the
Lenders**

By: 
Name: John McDevitt
Title: Director

STATE OF Connecticut
COUNTY OF Fairfield) SS. Greenwich

I, a notary public, in and for the county and state aforesaid, do hereby certify that John McDermitt personally known to me to be the Director of BLACK DIAMOND COMMERCIAL FINANCE L.L.C. appeared before me this day in person and acknowledged that (s)he signed the above and foregoing instrument as his/her free and voluntary act and as the free and voluntary act of said corporation pursuant to authority granted to him/her by the board of directors of said corporation for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal this 8th
day of June, 2007.

Maurice Lemay
Notary Public

My commission expires: 10/31/2009

SCHEDULE A

U.S. Trademarks Registrations and Applications

<u>Trademark</u>	<u>Registration or Serial Number</u>
All American Ladder	1,794,481
Edge	2,433,390
Keller	2,490,782
Putting Projects in Reach and Design	2,492,691
Aldek	646,605
Alflo	654,877
Alflo and Design	946,935
Al All American Ladder and Design	1,819,679
Al All American Ladder and Design	1,819,949
Aluma-board and Design	1,293,887
Aluma-Plank	773,809
Design Only	1,665,862
Contractor Buddy	1,775,720
Electro-Master	1,033,911
Glas*Mark	1,269,865
Gunther	1,121,289
Gunther's Castle	1,822,798
Gunther and Design	1,125,915
W Gunther and Design	1,270,257
Gunther and Design	1,181,821
Al All American Ladder and Design	1,850,194
Level-Master	1,773,397
Mighty-Lite	799,224
Multi-Lok	1,574,348
A Name You Can Stand On	1,199,286
Snap-UP	1,332,840
Spill-Proof	780,033
Spin-Proof	871,006
STA Safe and Design	801,061
Stockr's Ladder	1,853,483
Swedge Master	1,983,247
Task-Master	738,104
Tool-Tra-Top	796,092
Traction-Tred	1,139,372

True Grip	1,777,637
Turns Empty Space into Storage Space!	1,813,378
Turns Empty Space into Storages Space!	1,814,958
Twist-Proof	815,235
Twist-Proof	840,624
Design Only	1,416,401
Werner and Design	833,191
Werner and Design	1,827,202
Wrap-Loc	1,830,143
Multi-Master	1,504,593
Shu-Lok	1,875,034
Spacemaster	2,119,469
Penguin Platform Ladder	2,179,553
Penguin	2,179,664
Level Pro	2,422,204
Columbia	2,163,829
Pro-Master Fiberglass Ladders and Design	2,081,092
Ladder Power	2,077,173
Certified Werner Ladder Sales Expert	2,077,176
Project Buddy	2,148,827
Suregrip	2,140,314
Safety smart For Electrical Projects and Design	2,119,473
Job-Master	958,677
Twist Proof and Design	808,638
Uni-Rim	773,486
Twist Proof and Design	808,637
Constance Helper	764,811
Alumiladder	593,162