

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
Western Emulsions, Inc.		06/30/2008	CORPORATION: ARIZONA
RECEIVING PARTY DATA			
Name:	Irwin Union Bank		
Street Address:	650 Town Center Drive, Suite 150		
City:	Costa Mesa		
State/Country:	CALIFORNIA		
Postal Code:	92626		
Entity Type:	Bank: UNITED STATES		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	2456325	PASS	
Registration Number:	2329740	PASS	
CORRESPONDENCE DATA			
Fax Number:	(949)720-0182		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	949-224-6282		
Email:	trademark@buchalter.com		
Correspondent Name:	Sandra P. Thompson		
Address Line 1:	18400 Von Karman Avenue, Ste. 800		
Address Line 4:	Irvine, CALIFORNIA 92612-0514		
ATTORNEY DOCKET NUMBER:	I8470-0018		
NAME OF SUBMITTER:	Sandra P. Thompson		
Signature:	/Sandra P. Thompson/		
Date:	07/28/2008		

CH \$65.00 2456325

Total Attachments: 5

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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Western Emulsions, Inc.

- | | |
|--|--|
| <input type="checkbox"/> Individual(s) | <input type="checkbox"/> Association |
| <input type="checkbox"/> General Partnership | <input type="checkbox"/> Limited Partnership |
| <input checked="" type="checkbox"/> Corporation- State: <u>Arizona</u> | |
| <input type="checkbox"/> Other _____ | |

Citizenship (see guidelines) USA

Additional names of conveying parties attached? Yes No

3. Nature of conveyance)/Execution Date(s) :

Execution Date(s) _____

- | | |
|---|---|
| <input type="checkbox"/> Assignment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Security Agreement | <input type="checkbox"/> Change of Name |
| <input type="checkbox"/> Other _____ | |

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Irwin Union Bank, F.S.B.

Internal _____

Address: _____

Street Address: 650 Town Center Drive, Suite 150

City: Costa Mesa

State: CA

Country: USA Zip: 92626

- | | |
|--|-------------------|
| <input type="checkbox"/> Association | Citizenship _____ |
| <input type="checkbox"/> General Partnership | Citizenship _____ |
| <input type="checkbox"/> Limited Partnership | Citizenship _____ |
| <input type="checkbox"/> Corporation | Citizenship _____ |
| <input checked="" type="checkbox"/> Other <u>Bank</u> Citizenship <u>USA</u> | |
- 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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s)

2456325 & 2329740

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: Sandra P. Thompson

Internal Address: _____

Street Address: Buchalter Nemer

18400 Von Karman Avenue, Suite 800

City: Irvine

State: CA Zip: 92612-0514

Phone Number: 949-224-6282

Fax Number: 949-720-0182

Email Address: trademark@buchalter.com

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 65

- | | |
|-------------------------------------|---|
| <input type="checkbox"/> | Authorized to be charged by credit card |
| <input checked="" type="checkbox"/> | Authorized to be charged to deposit account |
| <input type="checkbox"/> | Enclosed |

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 500977

Authorized User Name Buchalter Nemer

9. Signature:

/Sandra P. Thompson/

Signature

July 28, 2008

Date

Sandra P. Thompson

Name of Person Signing

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

6

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

**MEMORANDUM OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY**

WESTERN EMULSIONS, INC., an Arizona corporation, whose address is 3450 E. 36th Street, Tucson, Arizona 85713 (the "Pledgor") hereby acknowledges that it has granted to **IRWIN UNION BANK, F.S.B.**, whose address is 650 Town Center Drive, Suite 150, Costa Mesa, CA 92626 (the "Bank"), a security interest in and to all of the Pledgor's right, title and interest in and to the patent registrations therefore which are identified on Exhibit A attached hereto and herein incorporated by this reference owned by the Pledgor (the "Patents") and a security interest in and to all of the Pledgor's right, title and interest in and to the trademark registrations therefore which are identified on Exhibit B attached hereto and herein incorporated by this reference owned by the Pledgor (the "Trademarks"), to which such Patents and Trademarks are appurtenant and all actions for infringement concerning the foregoing.

The terms and conditions of the aforementioned security interest are contained in that certain Security Agreement dated as of June 30, 2008 (the "Agreement"), between the Pledgor and the Bank, as amended from time to time, 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 the Bank may have in any other or future collateral described in the Agreement or otherwise.

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IN WITNESS WHEREOF, the undersigned has duly executed this document as
of the 30th day of June, 2008.

WESTERN EMULSIONS, INC., an
Arizona corporation

By: 
Name: Chris L. Britt
Title: Chairman of the Board

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Memorandum of Security Interest in Intellectual Property

TRADEMARK
REEL: 003823 FRAME: 0919

EXHIBIT A

UNITED STATES ISSUED PATENTS

<u>Title</u>	<u>Patent Number</u>	<u>Issue Date</u>
In situ rejuvenation of aged and cracked asphalt pavement	5,180,428	01/19/1993
Method of rejuvenating road surfaces with polymer modified asphalt emulsions	7,357,594	04/15/2008

UNITED STATES PATENT APPLICATIONS

<u>Title</u>	<u>Serial Number</u>	<u>Filing Date</u>
NONE		

FOREIGN ISSUED PATENTS

<u>Title</u>	<u>Country</u>	<u>Patent Number</u>	<u>Issue Date</u>
NONE			

EXHIBIT B

UNITED STATES ISSUED TRADEMARKS, SERVICE MARKS

AND COLLECTIVE MEMBERSHIP MARKS

REGISTRATIONS

<u>Mark</u>	<u>Country</u>	<u>Registration Number</u>	<u>Registration Date</u>
PASS DESIGN	USA	2,456,325	05/29/2001
PASS	USA	2,329,740	03/14/2004

APPLICATIONS

<u>Mark</u>	<u>Country</u>	<u>Application Number</u>	<u>Filing Date</u>
NONE			

Exhibit B

BN 2048301v1

RECORDED: 07/28/2008

TRADEMARK
REEL: 003823 FRAME: 0921