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
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
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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Form **PTO-1594** (Rev. 07/05)
OMB Collection 0651-0027 (exp. 7/31/2008)

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

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.

☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☑ Corporation- State: Arizona
☐ Other

Citizenship (see guidelines) USA

Additional names of conveying parties attached? ☐ Yes ☑ No

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

☐ Association Citizenship
☐ General Partnership Citizenship
☐ Limited Partnership Citizenship
☐ Corporation Citizenship
☑ Other Bank Citizenship USA

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)

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

☐ Assignment ☐ Merger
☐ Security Agreement ☐ Change of Name
☐ Other

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
☐ Authorized to be charged by credit card
☑ Authorized to be charged to deposit account
☐ 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/ July 28,2008
Signature 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

TRADEMARK

REEL: 003823 FRAME: 0919

EXHIBIT A

UNITED STATES ISSUED PATENTS

Title	Patent Number	Issue Date
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

Title	Serial Number	Filing Date
NONE		

FOREIGN ISSUED PATENTS

Title	Country	Patent Number	Issue Date
NONE			

TRADEMARK
REEL: 003823 FRAME: 0920

EXHIBIT B

UNITED STATES ISSUED TRADEMARKS, SERVICE MARKS

AND COLLECTIVE MEMBERSHIP MARKS

REGISTRATIONS

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

APPLICATIONS

Mark	Country	Application Number	Filing Date
NONE			

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RECORDED: 07/28/2008

REEL: 003823 FRAME: 0921