

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|----------------------------------|--|-----------------------|-----------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | SECURITY INTEREST | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| MTI Specialty Silicones Inc. | FORMERLY Magnifoam Delaware, Inc. | 06/03/2008 | CORPORATION: DELAWARE |
| RECEIVING PARTY DATA | | | |
| Name: | WF III Limited Partnership | | |
| Doing Business As: | DBA Wellington Financial Fund III and Wellington Financial LP | | |
| Street Address: | 161 Bay Street | | |
| Internal Address: | Suite 2520 | | |
| City: | Toronto | | |
| State/Country: | ONTARIO | | |
| Postal Code: | M5J 2S1 | | |
| Entity Type: | LIMITED PARTNERSHIP: CANADA | | |
| PROPERTY NUMBERS Total: 1 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 2893508 | MF8000 | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | (513)579-6457 | | |
| | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | | |
| Phone: | 513-562-1454 | | |
| Email: | trademarks@kmklaw.com | | |
| Correspondent Name: | April L. Besl | | |
| Address Line 1: | One East Fourth Street | | |
| Address Line 2: | Suite 1400 | | |
| Address Line 4: | Cincinnati, OHIO 45202 | | |
| ATTORNEY DOCKET NUMBER: | AIRD & BERLIS | | |
| NAME OF SUBMITTER: | April L. Besl | | |

OP \$40.00 2893508

Signature:

/April L. Besl/

Date:

08/18/2008

Total Attachments: 2

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NOTICE OF SECURITY INTEREST IN INTELLECTUAL PROPERTY

WHEREAS MTI Specialty Silicones Inc. (the "**Debtor**") is the owner of the registered patents, trade marks and copyrights set forth in Part I of Schedule "A" attached hereto, and of the patents, trade-marks and copyrights for which registration is sought set forth in Part II of Schedule "A" attached hereto (collectively, the "**Registered IP**");

WHEREAS WF III Limited Partnership, c.o.b. as Wellington Financial Fund III and Wellington Financial LP (the "**Lender**") entered into, *inter alia*, a General Security Agreement with the Debtor dated as of the date hereof by which the Debtor granted to the Lender a security interest and lien in all of its property, including the Registered IP;

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and in accordance with the terms and obligations set forth in the General Security Agreement, the Debtor hereby confirms the granting of a security interest and lien in the Registered IP to the Lender.

Dated: June 3, 2008

~~MTI SPECIALTY SILICONES INC.~~

By: 

Name: W.B. NOTIC

Title: PRES & CEO

I have authority to bind the corporation.

TRADEMARK

REEL: 003837 FRAME: 0352

SCHEDULE "A"

U.S. Trademark Applications & Registrations

| | TM | Application No. | Registration No. |
|----|-----------|------------------------|-------------------------|
| 1. | MF8000 | 78311302 | 2893508 |

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