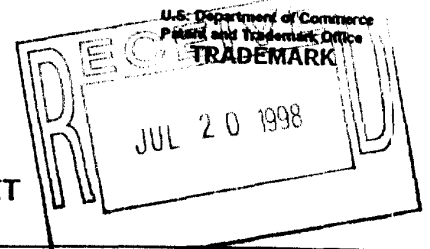


07-23-1998



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY



MRO 7-20-98

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year _____
- Merger
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name Rhodia, Inc.

05/08/98

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name Vinings Industries, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 2302 Cumberland Parkway

Address (line 2) _____

Address (line 3)

Atlanta

City

GA

State/Country

30339-4501

Zip Code

- Individual General Partnership Limited Partnership
- Corporation Association
- Other _____

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

- Citizenship/State of Incorporation/Organization Georgia

FOR OFFICE USE ONLY

7/22/1998 DNGUYEN 00000328 2065463

01 FC-481
02 FC-482

40.00 OF
50.00 OF

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

REEL: 1757 FRAME: 0487

Domestic Representative Name and Address Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="75/355326"/>	<input type="text" value="75/321231"/>	<input type="text"/>	<input type="text" value="2065463"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Kristen P. Mersereau
Name of Person Signing

Kristen Mersereau
Signature

7/17/98
Date Signed

ASSIGNMENT OF TRADEMARKS

WHEREAS, Rhodia Inc., a Delaware corporation ("Assignor") and Vinings Industries, Inc., a Georgia corporation ("Assignee") are parties to an Asset Purchase Agreement dated April 28, 1998, pursuant to which Assignor has agreed to grant, sell, convey, transfer, assign and deliver to Assignee, its successors and assigns, all of Assignor's rights, titles and interests in and to the trademarks and trademark applications set forth on Schedule A attached hereto (such trademarks and trademark applications required to be assigned to Assignee pursuant to the Asset Purchase Agreement being hereinafter called the "Assigned Trademarks");

NOW, THEREFORE, Assignor, in consideration of the mutual covenants contained in the Asset Purchase Agreement and other good and valuable consideration, the receipt of which are hereby acknowledged, and intending to be legally bound hereby, for themselves, their successors and assigns, hereby grants, conveys, sells, assigns and transfers to Assignee and its successors and assigns, all of Assignor's rights, titles and interests in and to the Assigned Trademarks, including (i) all renewals or extensions granted in connection with such Assigned Trademarks, (ii) all claims for damages by reason of past infringement of Assigned Trademarks, with the right to collect all royalties under any license agreements whether now or hereafter granted and (iii) the goodwill of the business symbolized by each Assigned Trademark.

Nothing herein shall be deemed to affect in any way the respective rights and obligations of Assignee and Assignor as set forth in the Asset Purchase Agreement. In the event of a conflict between the provisions of this instrument and of the Asset Purchase Agreement, the provisions of the Asset Purchase Agreement shall prevail.

IN WITNESS WHEREOF, Assignor has caused this document to be executed as of May 4, 1998.

RHODIA INC.

By: Jack M. Urick
Name: Jack M. Urick
Title: Vice President

Sworn to before me this 4th day
of May, 1998

Regan D. Fad
Notary Public

REGAN D. FAD
NOTARY PUBLIC, State of New York
No. 01FA5084810
Qualified in New York County
Commission Expires Sept. 8, 1999

AD981100.265

TRADEMARK
REEL: 1757 FRAME: 0489

SCHEDULE A TO ASSIGNMENT OF TRADEMARKS

<u>MARK</u>	<u>COUNTRY</u>	<u>REGISTRATION OR APPLICATION NO.</u>
FLEETCOL	U.S.A.	75/355326
FLOCMaster	U.S.A.	2,065,463
OLE	U.S.A.	75/321,231