

09-27-2002

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

RE



102235210

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

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): HAYNES NORTH AMERICA, INC.

9-27-02

- Individual(s) Association General Partnership Limited Partnership Corporation-State Other

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 07/10/2002

2. Name and address of receiving party(ies)

Name: UNION BANK OF CALIFORNIA, N.A.

Internal Address: ATTN: JOHN KASE

Street Address: 445 S. FIGUEROA STREET, 4TH FL

City: LOS ANGELES State: CA Zip: 90071

- Individual(s) citizenship Association NATIONAL ASSOCIATION General Partnership Limited Partnership Corporation-State Other

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) Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) 75/836743, 78/136659, 78/136626, 76/139689

B. Trademark Registration No.(s) 1040561 1170146, 2585983, 2587633

Additional number(s) attached Yes No

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

Name: UNION BANK OF CALIFORNIA, N.A.

Internal Address: ATTN: JOHN KASE

Street Address: 445 S. FIGUEROA STREET, 4TH FL

City: LOS ANGELES State: CA Zip: 90071

6. Total number of applications and registrations involved: 09

7. Total fee (37 CFR 3.41) \$ 240.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

JOHN KASE, VICE PRESIDENT Name of Person Signing

Signature

07/10/2002 Date

Total number of pages including cover sheet, attachments, and document: 05

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

09/30/2002 6TON11 00000029 75836743

01 FC:481 40.00 OP 02 FC:482 200.00 OP

9.2.6

**RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY**

Conveying Party:  
Haynes North America, Inc.

Receiving Party:  
Union Bank of California, N.A.

**Continuation of Item 4**

A. Trademark Application No.(s)

76/139688

MEMORANDUM OF GRANT OF SECURITY INTEREST  
IN EXCLUSIVE TRADEMARK LICENSES

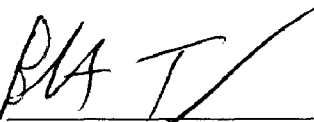
KNOW ALL MEN BY THESE PRESENTS that for good and valuable consideration, receipt of which is hereby acknowledged, the undersigned, Haynes North America, Inc., a California corporation ("Pledgor"), does hereby grant a security interest to Union Bank of California, N.A. ("Bank"), and its successors and assigns, in and to all of Pledgor's right, title and interest in and to (1) that certain License Agreement, dated as of January 16, 2001, between W.G. Nichols, Inc., a New Jersey corporation ("Licensor"), and Pledgor, as it may have been or may hereafter be amended, extended, renewed, restated, replaced, supplemented or otherwise modified from time to time (the "Chilton License Agreement"), pursuant to which Licensor granted Pledgor and its subsidiaries and affiliates an exclusive, worldwide license to use the trademarks listed in Schedule A annexed hereto and made a part hereof, as such Schedule A may from time to time be amended, and (2) that certain License Agreement, dated as of January 16, 2001, between Licensor and Pledgor, as it may have been or may hereafter be amended, extended, renewed, restated, replaced, supplemented or otherwise modified from time to time (the "Total Car Care License Agreement"), pursuant to which Licensor granted Pledgor and its subsidiaries and affiliates an exclusive, worldwide license to use the trademarks listed in Schedule A annexed hereto and made a part hereof, as such Schedule A may from time to time be amended.

Pledgor and Bank have entered into that certain Security Agreement, dated as of July 10, 2002 (as it may hereafter be amended, extended, renewed, restated, replaced, supplemented or otherwise modified from time to time, the "Security Agreement"), which is incorporated herein by this reference, and the grant of security interest set forth above is expressly made subject to the terms and conditions of the Security Agreement.

Dated as of: July 10, 2002

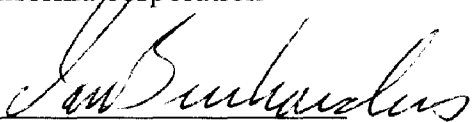
"BANK"

Union Bank of California, N.A.

By:   
Robert Tietjen, Vice President

"PLEDGOR"

Haynes North America, Inc.,  
a California corporation

By:   
Title: Chief Financial Officer  
Print Name: DAN BENHARDUS

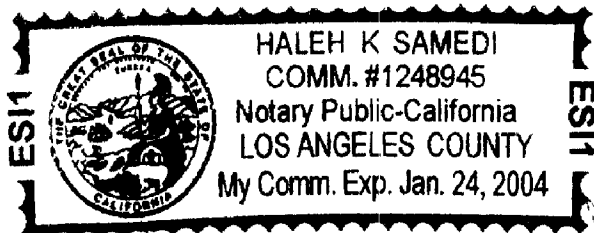
(All signatures must be acknowledged)

STATE OF CALIFORNIA )  
 )  
COUNTY OF LOS ANGELES ) SS.:

On this 18 day of July, 2002, before me personally appeared Dan Benhardus

\_\_\_\_\_ the person who signed this instrument, who acknowledged that  
he/she signed it as a free act on behalf of Haynes North America, Inc., with the authority to do  
so.

Haleh K. Samedi  
Signature of Notary Public



STATE OF CALIFORNIA )  
 )  
COUNTY OF LOS ANGELES ) SS.:

On this \_\_\_\_\_ day of July, 2002, before me personally appeared  
\_\_\_\_\_, the person who signed this instrument, who acknowledged that  
he/she signed it as a free act on behalf of Union Bank of California, N.A., with the authority to  
do so.

\_\_\_\_\_  
Signature of Notary Public

# ALL PURPOSE ACKNOWLEDGMENT

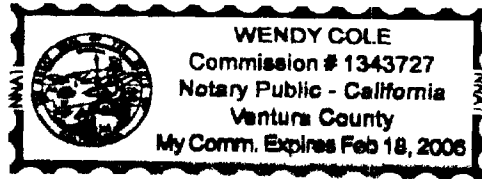
STATE OF CALIFORNIA }  
COUNTY OF VENTURA }

On JULY 18, 2002 before me, WENDY COLE  
ROBERT TIETJEN personally appeared

~~personally known to me~~ (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature *Wendy Cole*



(NOTARY SEAL)

**ATTENTION NOTARY: Although the information requested below is OPTIONAL, it could prevent fraudulent attachment of this certificate to another document.**

THIS CERTIFICATE **MUST** BE ATTACHED TO THE DOCUMENT DESCRIBED AT RIGHT.

MEMORANDUM OF GRANT  
Title of Document Type OF SECURITY INTEREST \*  
Number of Pages 3 Date of Document 7-18-02  
Signer(s) Other Than Named Above \_\_\_\_\_  
DAN BENHARDUS

\*IN EXCLUSIVE TRADEMARK LICENSES

SCHEDULE A  
to  
MEMORANDUM OF GRANT OF SECURITY INTEREST  
IN EXCLUSIVE TRADEMARK LICENSES

Trademarks

<u>FEDERAL TRADEMARK</u>	<u>TRADEMARK REGISTRATION NO.</u>	<u>REGISTRATION DATE</u>
CHILTON	1,040,561	June 1, 1976
CHILTON	1,170,146	September 22, 1981
CHILTON	2,585,983	June 25, 2002
TOTAL CAR CARE	2,587,633	July 2, 2002

<u>TRADEMARK</u>	<u>TRADEMARK APPLICATION NO.</u>	<u>FILING DATE</u>
CHILTON'S	75/836743	November 1, 1999
CHILTON'S	78/136659	June 18, 2002
CHILTON'S	78/136626	June 18, 2002
TOTAL CAR CARE	76/139689	September 28, 2000
TOTAL CAR CARE	76/139688	September 28, 2000