

06-28-2004



6/25/04

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

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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): OAK INTERNATIONAL, INC.
Individual(s) Association
General Partnership Limited Partnership
Corporation-State
Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: U.S. BANK NATIONAL ASSOCIATION
Internal Address:
Street Address: 425 WALNUT STREET
City: CINCINNATI State: OH Zip: 45202
Individual(s) citizenship
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

3. Nature of conveyance:
Assignment Merger
Security Agreement Change of Name
Other
Execution Date: JUNE 10, 2004

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) PLEASE SEE ATTACHED SCHEDULE 1A.

B. Trademark Registration No.(s) PLEASE SEE ATTACHED SCHEDULE 1A.
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Penelope Agodoa
Internal Address: Federal Research Corporation
Street Address: 1030 15th Street, NW Suite 920
City Washington State DC Zip: 20005

6. Total number of applications and registrations involved: 9
7. Total fee (37 CFR 3.41) \$240.00
Enclosed
Authorized to be charged to deposit account
8. Deposit account number:
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.
Angela Cioffi
Name of Person Signing Signature Date 6/16/2004

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

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

06/28/2004 LMUeller 00000016 2794926

01 FC:8521
02 FC:8522

40.00 DP
200.00 DP

TRADEMARK
REEL: 002998 FRAME: 0319

SCHEDULE 1A
TRADEMARK SECURITY AGREEMENT

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Trademarks

Owner Oak International Inc. (OI)

Country	Trademark	Registration No.	Registration Date	Application No.	Date Filed	Owner
United States of America	OAK	<u>2794926</u>	12/16/2003	78/206249	1/23/2003	OI
United States of America	OAK SIGNATURE	2736354	7/15/2003	76/439574	8/12/2002	OI
United States of America	OAKFLO	2700266	3/25/2003	76/439556	8/12/2002	OI
United States of America	OAKFORM	2700264	3/25/2003	76/439552	8/12/2002	OI
United States of America	OAKSPEC	2736353	7/15/2003	76/439555	8/12/2002	OI
United States of America	OAKTEC	2700265	3/25/2003	76/439553	8/12/2002	OI
United States of America	OAKWASH	2704570	4/8/2003	76/439554	8/12/2002	OI
United States of America	OILRID	1877634	2/7/1995	74/494457	2/25/1994	OI
United States of America	TMFM	2067577	6/3/1997	74/613236	12/21/1994	OI
United States of America	TOTAL METALWORKING FLUID MANAGEMENT					OI

IP SECURITY AGREEMENT

TRADEMARK SECURITY AGREEMENT

TRADEMARKS

TRADEMARK SECURITY AGREEMENT ("Agreement"), dated June 10, 2004, is made by Oak International, Inc., a Michigan corporation, located at 1160 White Street, Sturgis, MI 49091 (the "Assignor") in favor of U.S. Bank National Association, a national banking association, located at 425 Walnut Street, Cincinnati, Ohio 45202, as Collateral Agent (in such capacity, together with any permitted successors and assigns, "Assignee"). Capitalized terms used in this Agreement and not defined herein have the meanings set forth for such terms in the Security Agreement (as hereinafter defined).

WHEREAS, Assignor is the applicant or registrant for the trademarks and service marks listed on the annexed Schedule 1A hereto, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Assignor has entered into a Security Agreement, dated June 10, 2004, among Assignor and the other grantors signatory thereto, and Assignee (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement");


WHEREAS, pursuant to the Security Agreement, as collateral security for all of the Obligations, Assignor has pledged and assigned to Assignee, and granted to Assignor, for the benefit of the Agents and the Lenders (as such terms are defined in the Security Agreement) a continuing security interest in the Trademarks, together with, among other things, the goodwill of the business symbolized by and associated with the Trademarks and the applications and registrations thereof, and all proceeds thereof (the "Collateral");

NOW, THEREFORE, in consideration of the premises and agreements made herein and in the Security Agreement, as collateral security for all of the Obligations, Assignor hereby pledges and assigns to the Assignee, and grants to the Assignee, for the benefit of the Agents and the Lenders, a continuing security interest in the Collateral.

Assignor does hereby further acknowledge and affirm that the rights and remedies of the Assignee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

IN WITNESS WHEREOF, the Assignor has caused this Agreement to be executed and delivered by its officer thereunto duly authorized as of the date above first written.

OAK INTERNATIONAL, INC.,

By: 

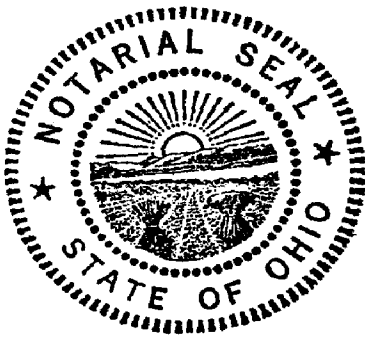
Name: R. P. Lienesch

Title: Treasurer

SS.:

COUNTY OF HAMILTON

On this 8th day of June, 2004, before me personally came R. P. Lienesch to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that he is the Treasurer of Oak International, Inc., a Michigan corporation, and that he executed the foregoing instrument in the firm name of Oak International, Inc., and that he had authority to sign the same, and he acknowledged to me that he executed the same as the act and deed of said firm for the uses and purposes therein mentioned.



E. Michelle Bevan

E. MICHELLE BEVAN, Attorney at Law
NOTARY PUBLIC - STATE OF OHIO
My Commission has no expiration
date. Section 147.03 O.R.C.

SCHEDULE 1A TO TRADEMARK SECURITY AGREEMENT

(Please see attached)

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TRADEMARK SECURITY AGREEMENT

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