Electronic Version v1.1 Stylesheet Version v1.1

SUBMISSION TYPE: **NEW ASSIGNMENT** NATURE OF CONVEYANCE: Release of Security Interest

## **CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
The Royal Bank of Scotland PLC		I12/23/2003 I	Public Limited Company: UNITED KINGDOM

## **RECEIVING PARTY DATA**

Name:	Remet Corporation
Street Address:	210 Commons Road
City:	Utica
State/Country:	NEW YORK
Postal Code:	13502
Entity Type:	CORPORATION: CALIFORNIA

PROPERTY NUMBERS Total: 14

Property Type	Number	Word Mark
Registration Number:	1054580	REMET
Registration Number:	1054581	REMET
Registration Number:	1074807	REMASOL
Registration Number:	1128778	REMAL
Registration Number:	1132037	CASTYLENE
Registration Number:	1532588	AQUA-J
Registration Number:	1565327	ADBOND
Registration Number:	2044671	ECOWAX
Registration Number:	1981214	ADBOND
Registration Number:	2276982	TICOAT
Registration Number:	2393348	UTILITY K
Registration Number:	2393349	UTILITY V
Registration Number:	2391497	RED C

**TRADEMARK** 

REEL: 003156 FRAME: 0057

Registration Number:	2353903	STICKTITE T
CORRESPONDENCE DAT	 `A	
Fax Number:	(202)263-4329	
Correspondence will be se	nt via US Mail wh	nen the fax attempt is unsuccessful.
Phone:	202-263-4300	
Email:	sdwoldow@sgrla	law.com
Correspondent Name:	Scott D. Woldow	N
Address Line 1:	1850 M Street	
Address Line 2:	Suite 800	
Address Line 4:	Washington, DI	ISTRICT OF COLUMBIA 20036
NAME OF SUBMITTER:		Scott D. Woldow
Signature:		/SW/
Date:		09/09/2005
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# THIS DEED OF RELEASE is made the 2 day of December 2003

### BY:

- (a) THE ROYAL BANK OF SCOTLAND PLC of 135 Bishopsgate, London EC2M 3UR as agent and trustee for the Secured Parties (the "Security Trustee")

  in favour of
- (1) FOSECO (UK) LIMITED, company incorporated in England and Wales with registered number 4250748 (the "Company")

### WHEREAS

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- (A) By a guarantee and debenture dated 1 October 2001 made between the Company and the Security Trustee (the "Guarantee and Debenture"), the Company granted security for the Secured Obligations over all its undertaking and assets, present and future, in favour of the Security Trustee.
- (B) The Company has requested the Security Trustee to release the Charged Property listed in the schedule to this deed (the "Released Property") from the security created by or pursuant to the Guarantee and Debenture which the Security Trustee has agreed to do upon the terms and conditions of this deed.
- (C) This deed is supplemental to the Guarantee and Debenture.

### IT IS AGREED as follows:

- 1. Terms defined in the Guarantee and Debenture shall have the same meaning in this deed.
- 2. The Security Trustee without recourse, representation or warranty of title:
  - (a) releases the Released Property from the fixed charges and the floating charge constituted by the Guarantee and Debenture; and
  - (b) reassigns the Released Property assigned to the Security Trustee by or pursuant to the Guarantee and Debenture.
- The Released Property shall be held freed and discharged from the security created and all monies and other liabilities secured by, and all claims and demands arising under, the Guarantee and Debenture.
- 4. The Security Trustee agrees that it will (at the cost and expense of the Company) do all things and execute all documents as may reasonably be necessary to give effect to this release and reassignment.
- 5. The Security Trustee confirms that, as at the date of this deed:
  - (a) so far as it is aware no event has happened whereby the floating charge created by the Guarantee and Debenture has crystallised; and

- (b) it has taken no action to crystallise the floating charge created by the Guarantee and Debenture.
- 6. This release and reassignment shall not discharge the Company from any liabilities to the Security Trustee (whether in its capacity as trustee or otherwise) or any of the other Secured Parties remaining outstanding at the date of this deed or from any other security.
- 7. For the avoidance of doubt, the releases, discharges and assignments effected hereby relate only to the security granted by the Company in the Guarantee and Debenture over the Released Property and shall not extend to or in any way prejudice any other security in the Guarantee and Debenture or any other security of any nature from time to time executed in favour of the Security Trustee (acting in any capacity) or any obligations of any of the Borrowers under the Credit Agreement.
- 8. The Security Trustee confirms that, subject to the terms of the letter from the Facility Agent to Foseco (Jersey) Limited dated 10 November 2003, the Facility Agent has obtained the consent of all the Banks to the disposal of the Released Property by the Company.
- 9. This deed is governed by English law.

IN WITNESS WHEREOF this deed has been executed by the Security Trustee and is intended to be and is hereby delivered on the date specified above.

SIGNED and DELIVERED as a DEED

By:

as attorney of:

THE ROYAL BANK OF SCOTLAND PLC

in the presence of:

Signature:

Name:

STUNET FOSTER

Address:

do RBS, 135 BISHOPSFATTE

Occupation:

BANKER.

### THE SCHEDULE

### DETAILS OF THE RELEASED PROPERTY

1. The following categories of assets of the business of the design, manufacture and distribution of investment casting materials and related products carried on as at 10 November 2003 by the Company and Remet UK Limited under the name "Remet" (the "Remet UK Business") as such assets are increased or decreased in the ordinary course of business prior to the date of this deed, the amounts set forth below being the amount in pounds sterling of such assets of the Remet UK Business as at 30 September, 2003:

Stocks

1,705,128

(Net of provision for slow moving stocks)

Trade Debtors

1,348,586

(Net of provision for doubtful debts)

2.

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- (a) The tangible personal property, which is owned, licensed or held by or used solely for the benefit of the Remet UK Business, consisting of the machinery, equipment, fixtures and other personal property items which are listed in Appendix 1 (Tangible Personal Property).
- (b) The intellectual property (other than rights under the agreements or licenses with J. D. Edwards) which is owned, licensed or held by the Company or Remet UK Limited and used exclusively in the Remet UK Business, consisting of the items set forth in Appendix 2 (Intellectual Property) which are listed as held by Remet UK Limited or Dussek Campbell Limited.
- (c) All rights under the contracts, personal property leases and other commitments (other than insurance contracts) entered into by Remet (UK) Limited or the Company solely in connection with the Remet UK Business, including, without limitation, all of Remet UK Limited's rights in, to or under unfilled customer orders or client orders, all deposits and other payments relating thereto, and all rights and obligations under the following agreements:

Distribution Agreement, dated 10 September 2003, between Remet UK Limited and Foseco India Limited

Distribution Agreement, dated 1 July 2003, between Remet UK Limited and Foseco South Africa (Proprietary) Limited

Distribution Agreement, dated 11 July 2003, between Remet UK Limited and Foseco Pty Limited

Distribution Agreement, dated 11 July 2003, between Remet UK Limited and Foseco Foundry (China) Co. Limited and the side letter among the parties, dated 14 August 2003, related thereto

Supply Agreement, dated 14 March 2003 between BP Global Special Products Limited and Remet UK Limited, as amended 15 May 2003

Service Agreement, dated 29 September 2003, between Foseco International Limited and Remet UK Limited

Lease, dated 28 September 2001 between Burmah Castrol Trading Limited and Remet UK Limited regarding Thames Road, Crayford site (subject to the Agreement to Surrender dated 14 March 2003 between Lubricants UK Limited and Remet UK Limited).

Distribution Agreement dated 01/03/2000 between Wacker-Chemie GmbH and Remet UK Limited.

Supply Agreement (re: Remasol Product) dated 24/09/2002 between Remet UK Limited and Grace GmbH & Co. KG

Distribution Agreement (re: Ludox Products) dated 01/09/02 between Remet UK Limited and Grace GmbH & Co. KG

Distribution Agreement dated 01/07/2003 between Remet UK Limited and Dimitron

Distribution Agreement dated 01/01/2000 between Remet UK Limited (previously known as Dussex Campbell Yates Limited) and Pietro Carini SPA

- (d) All customer lists, studies, reports or summaries relating solely to the operation of the Remet UK Business and any confidential information which has been reduced to writing or other tangible medium relating to or arising out of the Remet UK Business (other than tax returns).
- (e) All of Remet UK Limited's rights in, to or under permits, licenses, franchises, consents or authorizations issued by, and all registrations and filings with, any governmental agency that are used solely in connection with the Remet UK Business, to the extent such rights, permits, licenses, franchises, consents, authorizations, registrations and filings are assignable.
- (f) All claims, refunds, rights of recovery, rights of set off and rights of recoupment of any kind including all rights pursuant to any warranty, representation or guarantee made by suppliers, contractors or other third parties in connection with the assets listed in this schedule.
- (g) All rents, royalties and other periodical payments receivable with respect to the Remet UK Business from and after the date of this deed.
- (h) The "goodwill" and "engoing concern value" of Remet UK Limited and the Company in relation to the Remet UK Business and all trade names associated therewith.

For the avoidance of doubt, the Released Property shall not include the cash or bank accounts of the Remet UK Business, whether in the name of the Company, Remet UK Limited or otherwise.

# APPENDIX 1 Tangible Personal Property

-7-

R0021/03849

RC007

United States of America

OR D

Granted

08/077883

28-Jan-1987 | 5535811

16-Jul-1996

16-Jul-2013

Ceramic shell compositions for casting of reactive metals

TRADEMARK

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Fast processing water based binder system	14-Oct-2014	14-Oct-1997	5677371	07-Jun-1995 5677371	08/479607	Granted	VIQ	United States of America	RC008
Fast processing water based binder system	12-Dec-2017	01-Feb-2000	6020415	12-Dec-1997 6020415	08/989401	Granted	ORD	United States of America	RC008
Fast processing water based binder system	20-Oct-2015	20-Oct-1998	5824730	13-Aug-1993 5824730	08/105921	Granted	ORU	United States of America	RC008
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# Remet Trademarks Listing

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