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RECORDATION FORM COVER SHEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

TRADEMARKS ONLY

9-20-99

101151400

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

1. Name of conveying party(les): OPR/FINANCE
Guardsman Products, Inc.

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

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

2. Name and address of receiving party(les)
Name: NBD Bank, N.A.
Internal Address: Suite 302
Street Address: One Indiana Square
City: Indianapolis State: IN ZIP: 46266

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other National Banking Association

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 Termination and Release

Execution Date: November 13, 1997

4. Application number(s) or patent number(s):
A. Trademark Application No.(s)
See Attached Schedule of U.S. Trademark Applications

B. Trademark Registration No.(s)
See Attached Schedule of U.S. Trademark Registrations

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Julia L. Spoor
Internal Address: Barnes & Thornburg

Street Address: _____
11 South Meridian Street
City: Indianapolis State: IN ZIP: 46204

6. Total number of applications and registrations involved: 91

7. Total fee (37 CFR 3.41) \$ 2,290.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
10-0435
(Attach duplicate copy of this page if paying by deposit account)

9/21/1999 NYHAY1 00000283 1320278
01 FC-481 40.00 OP
02 FC-482 2250.00 OP

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.

Julia L. Spoor Julia L. Spoor 9/16/99
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 9

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

TRADEMARK
REEL: 001971 FRAME: 0843

SCHEDULE 1

SCHEDULE 5

REGISTERED TRADEMARKS IN THE NAME OF GUARDSMAN CHEMICALS, INC.

Territory.....	Registration number	Registration date...	Mark.....
United States	396119	30 JUN 1982	GUARDIAN (STYLIZED)

United States	686525	13 OCT 1979	TERESOND
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TRADEMARK

REEL: 001971 FRAME: 0844

SCHEDULE 5
 REGISTERED TRADEMARKS IN THE NAME OF GUARDSMAN PRODUCTS, INC.

Territory.....	Registration number	Registration date...	Mark.....
United States	1320278	19 FEB 1985	RSA MARINECARE AND DESIGN ***
United States	1254581	18 OCT 1983	SCRUNGE (<i>Sold to Ameripius, see Asset Purchase Agreement dated February 1, 1996</i>) ***
United States	1748028	26 JAN 1993	SOIL SHIELD ***
United States	1039958	18 MAY 1976	SPRAY-ON SEAT COVER ***
United States	1138328	05 AUG 1980	SURF-GUARD ***
United States	1717357	22 SEP 1992	SWACO ***
United States	536657	16 JAN 1991	SWACO AND DESIGN ***
United States	1307710	04 DEC 1984	TAB GRABBER ***
United States	720827	05 SEP 1981	TERECO ***
United States	697684	17 MAY 1980	TERECOTE ***
United States	920482	21 SEP 1991	TIE SAVER ***
United States	1692194	09 JUN 1992	TOP SHELF ***
United States	1415459	04 NOV 1986	WE PROTECT YOUR WORLD ***
United States	1146726	03 FEB 1981	WRINKLE REMOVER AND DESIGN

SCHEDULE 5

PENDING TRADEMARKS IN THE NAME OF GUARDSMAN PRODUCTS, INC.

Territory.....	Application number	Application date....	Mark.....
United States	75/031096	11 DEC 1995	FABRIC ELITE ***
United States	74/166951	15 MAY 1991	FLAG DESIGN ***
United States	74/396289	01 JUN 1993	GLOW CLIP ***
United States	74/560305	12 AUG 1994	GOODBYE ODOR ***
United States	75/030982	11 DEC 1995	HEAVEN FOR WOOD ***
United States	75/031097	11 DEC 1995	HERITAGE WOOD CARE ***
United States	75/024187	27 NOV 1995	LEATHER ELITE ***
United States	75/031078	11 DEC 1995	MATTRESS GUARD ***
United States	75/031079	11 DEC 1995	MILDEW SHIELD ***
United States	74/555776	01 AUG 1994	ODOR ZAPP ***
United States	75/031974	13 DEC 1995	PANEL-PLUS ***
United States	74/648085	17 MAR 1995	PRO-GARD ***
United States	74/585430	13 OCT 1994	SHOKEY ***

SCHEDULE 5

REGISTERED TRADEMARKS IN THE NAME OF GUARDSMAN PRODUCTS, INC.

Territory.....	Registration number	Registration date...	Mark.....
United States	808288	17 MAY 1986	AFTA ***
United States	1651881	23 JUL 1991	AFTA (STYLIZED) ***
United States	637847	27 NOV 1976	AFTA AND DESIGN ***
United States	1105386	07 NOV 1978	ANTI-STATIC DESIGN ***
United States	1770920	18 MAY 1993	AUTOCARE ***
United States	1086233	28 FEB 1978	BIKE AID ***
United States	1475566	09 FEB 1988	BRILLIANTSHINE ***
United States	708947	27 DEC 1980	BUX DRI-SLIDE ***
United States	1110290	26 DEC 1978	CAR-CLEEN ***
United States	922659	26 OCT 1991	CARPET GUARD ***
United States	1262102	27 DEC 1983	CARPET-COATE ***
United States	1956929	13 FEB 1996	CEREAL CLIP ***
United States	1197932	15 JUN 1982	CHIP-CLIP ***
United States	1703314	28 JUL 1992	CLIP-IT

SCHEDULE 5

REGISTERED TRADEMARKS IN THE NAME OF GUARDSMAN PRODUCTS, INC.

Territory.....	Registration number	Registration date...	Mark.....
United States	1652445	30 JUL 1991	COB NOB ***
United States	1688563	19 MAY 1992	COFFEE CLIP ***
United States	1122607	24 JUL 1979	COVER COATE ***
United States	1108712	12 DEC 1978	DAMP 'N' CLEAN ***
United States	506859	22 FEB 1949	DIF ***
United States	196719	24 MAR 1925	DIF (STYLIZED) ***
United States	787475	30 MAR 1985	DRI-SLIDE
U S States	776056	01 SEP 1984	DRI-SLIDE ***
United States	1070031	26 JUL 1977	ELIMI-STAT ***
United States	1656540	10 SEP 1991	ENVIRO PLUS ***
United States	836945	17 OCT 1987	FABRI-COATE ***
United States	1074967	11 OCT 1977	FABRI-FACTS ***
United States	1100492	29 AUG 1978	FABRI-KLEEN ***
United States	1152032	28 APR 1981	FABRI-SHIELD ***

SCHEDULE 5

REGISTERED TRADEMARKS IN THE NAME OF GUARDSMAN PRODUCTS, INC.

Territory.....	Registration number	Registration date...	Mark.....
United States	1724839	20 OCT 1992	FLAG DESIGN
United States	1730519	10 NOV 1992	FLAG DESIGN
United States	1697946	30 JUN 1992	FLAG DESIGN
United States	1706804	11 AUG 1992	FLAG DESIGN

United States	362048	08 NOV 1938	FLARE AND DESIGN
United States	362616	22 NOV 1938	FLARE AND DESIGN

United States	1845638	19 JUL 1994	FUN CLIP

United States	669187	04 NOV 1978	GUARDSMAN
United States	1184842	05 JAN 1982	GUARDSMAN
United States	666965	18 JUN 1977	GUARDSMAN

United States	1925889	10 OCT 1995	GUARDSMAN WOODPRO
United States	1933718	07 NOV 1995	GUARDSMAN WOODPRO

United States	1445855	07 JUL 1987	HERITAGE

United States	799647	30 NOV 1985	INSTANT PURGE

United States	1094844	04 JUL 1978	INTERIOR CAR-COATE

United States	1684191	21 APR 1992	KITCHEN CLIP

United States	1679082	10 MAR 1992	KITCHEN CLIP JR.

United States	951180	23 JAN 1993	KNIGHT HEAD DESIGN
United States	969909	09 OCT 1993	KNIGHT HEAD DESIGN
United States	1184843	05 JAN 1982	KNIGHT HEAD DESIGN

SCHEDULE 5

REGISTERED TRADEMARKS IN THE NAME OF GUARDSMAN PRODUCTS, INC.

Territory.....	Registration number	Registration date...	Mark.....
United States	1083048	24 JAN 1978	LUBRI-COATE ***
United States	599830	28 DEC 1994	MATTRESS-FRESH AND DESIGN ***
United States	1192147	16 MAR 1982	HIGHTY DUSTER ***
United States	1127899	18 DEC 1979	HIGHTY DUSTER AND DESIGN ***
United States	1667321	10 DEC 1991	NACTO ***
United States	636801	06 NOV 1976	ONE-WIPE ***
United States	1074058	27 SEP 1977	ONE-WIPE (STYLIZED)
United States	997574	05 NOV 1994	ONE-WIPE (STYLIZED) ***
United States	1594279	01 MAY 1990	ONE-WIPE AND DESIGN ***
United States	669186	04 NOV 1978	PERMATONE ***
United States	1866631	06 DEC 1994	PET FOOD CLIP ***
United States	1748015	26 JAN 1993	POLYGUARD ***
United States	876198	02 SEP 1989	RSA AUTOCARE ***
United States	628430	05 JUN 1976	RSA AUTOCARE AND DESIGN ***
United States	1274688	24 APR 1984	RSA MARINECARE AND DESIGN

TERMINATION AND RELEASE

THIS IS TO CERTIFY that the Trademark Security Agreement, made as of the 8th day of April, 1996, by GUARDSMAN PRODUCTS, INC., a Delaware corporation (the "Guarantor") in favor of NBD BANK, N.A., a national banking association, as agent (in its capacity as agent, the "Agent") on behalf of the lenders (the "Lenders") party to that Credit Agreement dated as of April 8, 1996 among Lilly Industries, Inc., the Agent and such Lenders, is hereby terminated and released.

IN WITNESS WHEREOF, the Agent has caused this Termination and Release to be executed by its duly authorized representative as of the 13th day of November, 1997.

NBD BANK, N.A., a national banking association, as Agent

By: Jeffrey C. Kuehr
Its: Vice President

STATE OF Indiana)
) SS:
COUNTY OF Marion)

Before me, a Notary Public in and for said County and State, personally appeared Jeffrey C. Kuehr, known to me to be a Vice President of NBD Bank, N.A., and acknowledged the execution of the foregoing for and on behalf of said Bank.

Witness my hand and Notarial Seal, this 13th day of November, 1997.

Tonya S. Campanello
Notary Public - Signature
Tonya S. Campanello
Notary Public - Printed

My Commission Expires:

My County of Residence:

TONYA S. CAMPANELLO
NOTARY PUBLIC, HAMILTON COUNTY
MY COMMISSION EXPIRES 11/3/2000