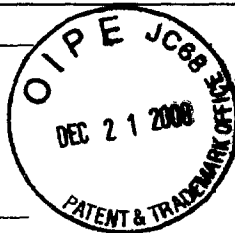


01-02-2001



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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

Name Execution Date
Month Day Year

Formerly

918870

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

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01 FC:481
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Enter for the first Receiving Party only.

Name Kaye, Scholer, Fierman, Hays & Handler, LLP

Address (line 1) 425 Park Avenue

Address (line 2) New York, NY 10022

Address (line 3) Attn: Rakesh Patel

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number 212-836-8717

Name Rakesh Patel

Address (line 1) Kaye, Scholer, Fierman, Hays & Handler, LLP

Address (line 2) 425 Park Avenue

Address (line 3) New York, NY 10022

Address (line 4)

Pages

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

5

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)

Three empty boxes for Trademark Application Number(s).

Registration Number(s) grid with values: 910,870; 2,166,566; 1,392,415; 715,048; 2,174,005; 1,391,622; 771,875; 774,513; 1,596,981.

Number of Properties

Enter the total number of properties involved.

60

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 1,515.00

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.

Rakesh Patel

Name of Person Signing

Signature

December 18, 2000

Date Signed

SCHEDULE I TO ASSIGNMENT FOR SECURITY

Mark	Registration No.
ANGLER	910,870
CEDARFLEX	715,048
CEDARLON	771,875
CLEAN FINISH	2,166,566
CLICK-N-CLEAN	2,174,005
COPPER LITE	774,513
DUST GUARD	1,392,415
EASY MATIC	1,391,622
EASY REACH	1,596,981
EASY SWEEP	1,453,230
EASY-TWIST REFILL SYSTEM	1,826,009
EVERY-WHICH-WAY	878,626
FEATHER TIP	1,855,790
FLARE TIP	923,517
FLOOR KING	1,508,181
HIGH REACH	1,505,976
LIGHT & EASY	1,400,366
LIGHT & EASY	1,132,726
LIGHT & EASY	844,995
LIGHT & THIRSTY	1,404,095
LIGHT & THIRSTY	1,832,769
MAXI ANGLER	1,333,300
MAXI LOK	1,334,345
MAXI-MATIC	1,371,344

Mark	Registration No.
MAKES YOUR LIFE EVEN EASIER	1,869,630
MAKES YOUR LIFE EVEN EASIER	1,849,325
MAKES YOUR LIFE EASIER . . . GUARANTEED	1,648,541
NATURAL	1,439,206
OCEANIC	1,847,382
O-CEDAR and Design Triangle	656,811
O-CEDAR	656,812
O-CEDAR	1,180,237
O-CEDAR	692,217
O-CEDAR and Design Triangle	678,428
O-CEDAR and Design	531,683
Design Only	711,510
Design Only	709,801
O-CEDAR 2000	1,860,414
O-CEDAR 2000	1,846,236
O-CEDAR MAKES YOUR LIFE EASIER	1,249,011
O-RIGINALS	1,841,361
OUTSIDERS	1,364,544
POWER CORNER	2,164,733
POWER STRIP	898,298
POWER TIP	1,650,192
POWER TIP	1,567,212
ROLL-A-SPONGE	1,404,088
ROLL 'N SCRUB	1,395,736
SCRUB AWAY	1,494,300
SCRUBBEE	628,497

Mark	Registration No.
SCRUBBEE (Stylized)	1,394,903
SHAPERITE SPONGE	2,300,675
SWEEP-KING	690,228
SPONGE-O-MATIC	1,398,566
TWIST 'N MOP	2,124,717
VINING	2,350,342
POWERSCRUB	75/635,585
BRUSHMASTER	75/489,008
SHAPERITE SPONGE	2,300,675

Applications

Mark	Application No.
WIPE OUTS	75,898,255

ASSIGNMENT FOR SECURITY

(TRADEMARKS)

WHEREAS, O-Cedar Brands, Inc. (formerly known as Vining Industries, Inc.), an Ohio corporation (herein referred to as "Assignor"), has adopted, used and is using the trademarks listed on the annexed Schedule 1 annexed hereto as part hereof, which trademarks are registered in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, Assignor is obligated to The Chase Manhattan Bank, a New York banking corporation, as administrative and collateral agent (referred to herein as the "Assignee") and the other Secured Parties as defined in the Omnibus Pledge and Security Agreement dated as of December 15, 2000 (the "Security Agreement") among Assignor, the other Pledgors named therein and the Assignee for the payment and performance of the Secured Obligations (as defined in the Security Agreement); and

WHEREAS, pursuant to the Security Agreement, Assignor has assigned to Assignee and granted to Assignee a security interest in, and mortgage on, all right, title and interest of Assignor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby further assign unto Assignee and grant to Assignee a security interest in, and mortgage on, the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

Assignor does hereby further acknowledge and affirm that the rights and remedies of Assignee with respect to the assignment of, security interest in and mortgage on the Collateral made and granted hereby 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.

Assignee's address is 1166 Avenue of the Americas, 16th floor, New York, New York.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of the 15th day of December, 2000.

O-CEDAR BRANDS, INC. (f/k/a Vining Industries, Inc.)

By:  _____

Name: William G. Connors
Title: Assistant Secretary