

02-25-2004

Form PTO-1594
1-31-92

RE



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

102677182

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

1. Name of conveying party(ies):
Pioneer Plastics Corporation **2-2004**

Individuals Association
 General Partnership - Limited Partnership
 Corporation-State - Delaware
 Other

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

2. Name and address of receiving party(ies):

Name: Deutsche Bank Trust Company Americas
 Internal Address: _____
 Street Address: 60 Wall Street 10005
 City: New York State: NY ZIP: 10005

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation- _____
 Other Collateral Agent

3. Nature of conveyance:

Assignment Merger
 Security Interest Change of Name
 Other _____

Execution Date: October 22, 2003

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

A. Trademark Application No.(s)

Additional numbers attached? Yes No

Trademark Registration No.(s)
0553791

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

Name: Meredith Schorr
 Internal Address: c/o White & Case LLP

Street Address: 1155 Avenue of the Americas
 City: New York State: New York ZIP: 10036

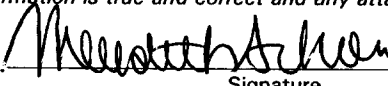
6. Total number of applications and registration involved 15

7. Total fee (37 CFR 3.41): \$390.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
23-1705 (in event of deficiency)
 (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.

Meredith Schorr  2/20/04
 Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 1

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion.

Mail documents to be recorded with required cover sheet information to:

**Mail Stop Assignment Recordation Services
 Director of US Patent and Trademark Office
 PO Box 1450
 Alexandria, VA 22313-1450**

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

02/24/2004 DBYRNE 00000129 0553791

01 FC:8521 40.00 OP
 02 FC:8522 350.00 OP

SCHEDULE A

TITLE OF TRADEMARK	APPLICATION #	REGISTRATION #	FILING DATE	REG. DATE
CONOLITE	71/586,959	0553791	10/28/99	1/22/52
CONSOWELD	71/461304	0405771	6/11/43	2/22/44
DURABEAUTY	72/133453	0747986	12/6/61	4/16/63
MELCOR (Stylized)	73/508274	1342660	11/13/84	6/18/85
MELCOR II (Stylized)	73/564753	1,394,066	10/24/85	5/20/86
P PIONEER & DESIGN	73/507749	1,354,038	11/08/84	8/13/85
PIONEER and P Design	75/149601	2,244,122	8/13/96	5/11/99
PIOESTER	74/712447	2,038,279	8/8/95	2/18/97
PIONITE and Design	73/609707	1,439,136	7/16/86	5/12/87
PIONITE	72/021720	0648807	12/27/06	7/23/57
PIONITE	75/320791	2,274,873	7/8/97	8/31/99
PIOPHEN	74/715855	2,036,623	8/15/95	2/11/97
PIOREZ	74/712450	2,038,280	8/8/95	2/18/97
PIOTHANE	74/712570	2,047,138	8/8/95	3/25/97
RESOPREG	72/220401	0800838	6/4/65	12/28/65

**GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, PIONEER PLASTICS CORPORATION, a Delaware corporation (the "Grantor") with principal offices at 20 Progress Drive, Shelton, CT 06484, hereby grants to Deutsche Bank Trust Company Americas, as Collateral Agent, with principal offices at 60 Wall Street, New York, New York 10005, (the "Grantee"), a security interest in (i) all of the Grantor's right, title and interest in and to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in the Amended and Restated Security Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of November 24, 1999, and amended and restated as of October 21, 2003 (as amended, modified, restated and/or supplemented from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Grantee shall execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Marks acquired under this Grant.

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the 10 day of
October, 2003.

PIONEER PLASTICS CORPORATION., Grantor

By Elizabeth Dwyer
Name: Elizabeth Dwyer
Title: Treasurer

DEUTSCHE BANK TRUST COMPANY
AMERICAS, as Collateral Agent and Grantee

By _____
Name: Gregory Shefrin
Title: Director

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the 20 day of
October, 2003.

PIONEER PLASTICS CORPORATION., Grantor

By _____
Name:
Title:

DEUTSCHE BANK TRUST COMPANY
AMERICAS, as Collateral Agent and Grantee

By  _____
Name: Gregory Shefrin
Title: Director

STATE OF CONNECTICUT)

) ss.:

COUNTY OF FAIRFIELD)

On this 20th day of October, 2003, before me personally came Elizabeth Dwyer who, being by me duly sworn, did state as follows: that [s]he is Treasurer of PIONEER PLASTICS CORPORATION, that [s]he is authorized to execute the foregoing Grant on behalf of said Pioneer Plastics Corporation and that [s]he did so by authority of the Board of Directors of said Corporation.


Notary Public

My Commission Expires: May 31, 2005

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

On this 22ND day of October, 2003, before me personally came Gregory Shefrin who, being by me duly sworn, did state as follows: that he is Director of Deutsche Bank Trust Company Americas, that he is authorized to execute the foregoing Grant on behalf of said corporation and that he did so by authority of the Board of Directors of said corporation.



Notary Public

JOJEAN TRAVIS
Registration No. 01TR5013241
New York County
July 15, 2007