

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Eutectic Corporation		01/26/2005	CORPORATION: NEW YORK

RECEIVING PARTY DATA	
Name:	Commerzbank Aktiengesellschaft
Street Address:	Mainzer Landstrasse 153, DLZ-Geb. 2
City:	Handlerhaus, Frankfurt am Main
State/Country:	GERMANY
Postal Code:	60327
Entity Type:	Security Agent: GERMANY

PROPERTY NUMBERS Total: 32

Property Type	Number	Word Mark
Registration Number:	685404	680
Registration Number:	2141576	ABRACOR
Registration Number:	840473	ABRATEC
Registration Number:	1159014	AIRLUX
Registration Number:	1018388	BEAUTYWELD
Registration Number:	1027272	CASTEC
Registration Number:	386989	CASTOLIN
Registration Number:	1236101	CASTOSTAR
Registration Number:	505821	CUTTRODE
Registration Number:	2214958	E+C EVERTUFF POLYMER POWDER COATINGS
Registration Number:	1655411	ENDOTEC
Registration Number:	428270	EUTALLOY
Registration Number:	1053884	EUTALLOY
Registration Number:	626075	EUTEC BOR

CH \$815.00 685404

Registration Number:	409730	EUTECROD
Registration Number:	887007	EUTECTIC
Registration Number:	1080771	EUTECTIC
Registration Number:	408653	EUTECTRODE
Registration Number:	1098594	EUTRONIC GAP
Registration Number:	2099759	EVERTUFF
Registration Number:	1790893	CASTOLIN EUTECTIC EUTECTIC CASTOLIN
Registration Number:	756424	STAINTRODE
Registration Number:	1079683	TEROCOTE
Registration Number:	1362980	TERODYN
Registration Number:	1072605	TEROMATEC
Registration Number:	771486	TIG-TECTIC
Registration Number:	1067603	ULTIMIUM N 112
Registration Number:	1581114	ULTRAJET
Registration Number:	1032646	XFC
Serial Number:	78350520	XHD
Registration Number:	1071690	XUPER
Serial Number:	78350479	XUPERARC

CORRESPONDENCE DATA

Fax Number: (212)354-8113
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 2128198928
Email: enunn@whitecase.com
Correspondent Name: White & Case LLP
Address Line 1: 1155 Avenue of the Americas
Address Line 4: New York, NEW YORK 10036-2787

DOMESTIC REPRESENTATIVE

Name: White & Case LLP
Address Line 1: 1155 Avenue of the Americas
Address Line 4: New York, NEW YORK 10036-2787

NAME OF SUBMITTER:	Elizabeth A. Nunn
Signature:	/Elizabeth A. Nunn/
Date:	05/11/2005

Total Attachments: 4

TRADEMARK
REEL: 003081 FRAME: 0628

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

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Eutectic Corporation, a New York corporation (the "Grantor") with principal offices at N94W14355 Garwin Mace Drive, Menomonee Falls, WI 53051, hereby grants to Commerzbank Aktiengesellschaft, as Security Agent, with principal offices at Mainzer Landstrasse 153, DLZ-Geb. 2, Händlerhaus, 60327 Frankfurt am Main, Germany, (the "Grantee"), a continuing security interest in (i) all of the Grantor's right, title and interest in, to and under 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 Security Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of January 26, 2005 (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

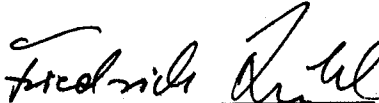
Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

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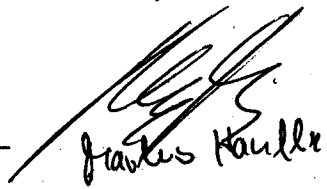
IN WITNESS WHEREOF, the undersigned have executed this Grant as of the

26 day of January, 2005.

EUTECTIC CORPORATION, Grantor

By 
Name: Friedrich Rühl
Title:

COMMERZBANK AKTIENGESELLSCHAFT,
as Security Agent and Grantee

By  
Name: Frank Nehnel
Title:

SCHEDULE A

27	USA	712391	
4	USA	704183	
680	USA	685404	
ABRACOR	USA	2141576	
ABRATEC	USA	840473	
AIRLUX	USA	1159014	
BEAUTYWELD	USA	1018388	
CASTEC	USA	1027272	
CASTOLIN	USA	386989	
CASTOSTAR	USA	1236101	
CAVITEC	USA	1974130	
CUTTRODE	USA	505821	
E+C EVERTUFF POL	USA	2214958	
ENDOTEC	USA	1655411	
EUTALLOY	USA	428270	
EUTALLOY	USA	1053884	
EUTECBOR	USA	626075	
EUTECROD	USA	409730	
EUTECTIC	USA	887007	
EUTECTIC	USA	1080771	
EUTECTRODE	USA	408653	
EUTRONIC GAP	USA	1098594	
EVERTUFF	USA	2099759	
GLOBELOGO	USA	1790893	
POWERMAX	USA	78/205566	
STAINTRODE	USA	756424	
TEROCOTE	USA	1079683	
TERODYN	USA	1362980	
TEROMATEC	USA	1072605	
TIG-TECTIC	USA	771486	
ULTIMIUM N 112	USA	1067603	
ULTRAJET	USA	1581114	
XFC	USA	1032646	
XHD	USA	78/350520	
XHD LOGO	USA	1248238	
XUPER	USA	1071690	
XUPERARC	USA	78/350479	