

3

LICENSE AND TECHNICAL ASSISTANCE AGREEMENT

AGREEMENT, dated this _____ day of _____, 1967,
by and between SMITH and KANZLER COMPANY, a company organized and
existing under the laws of the State of New Jersey, having its
principal office in Linden, New Jersey, hereinafter called "S & K",
and ~~CARTIER INSULATION LIMITED~~
~~ASBESTOS COVERING COMPANY LIMITED~~, a company organized and
existing under the laws of the ^{Province} ~~Province~~ of Quebec, Canada, having
its principal office in Montreal, Quebec, Canada, hereinafter called
"LICENSEE".

WITNESSETH:

WHEREAS, S & K manufactures and sells sprayed mineral fiber
under the trademark "SPRAY CRAFT" *as registered;*

WHEREAS, S & K is the owner of United States Trademark
Registration No. 715,627 for the mark "SPRAY CRAFT" and has acquired
certain information relating to the manufacture, sale and application
of sprayed mineral fibers; and

WHEREAS, LICENSEE desires to use the information of S & K
in the manufacture, sale and application of sprayed mineral fibers
and to sell such material under the trademark "SPRAY CRAFT";

NOW, THEREFORE, the parties hereto have agreed as follows:

1. As used in this Agreement:

- a. The term "Licensed Product" means sprayed mineral
fiber that is ^{NOW OR HEREAFTER} sold by S & K under the trademark
SPRAY CRAFT.
- b. The term "Licensed Territory" means the Country
of Canada.

VPD-158-0000930