

09-16-1998

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M-TM-11403 (104-50)

# 9-4-98 TRADEMARKS RECORDATION COVER SHEET

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

<p>1. Name of conveying party(ies):</p> <p>Alford Industries, Inc. 7600 Energy Parkway Baltimore, MD 21226</p> <p>Corporation - State of Delaware</p> <p>Additional names(s) of conveying party(ies) attached? <b>NO</b></p>	<p>2. Name and Address of receiving party(ies):</p> <p>HCFS Acquisition, Inc. 2700 Sanders Road Prospect Heights, Illinois 60070</p> <p>Corporation - State of Delaware</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <b>NO</b></p> <p>(Designation must be a separate document from Assignment)</p> <p>Additional name(s) &amp; address(es) attached? <b>NO</b></p>
<p>3. Nature of conveyance:</p> <p>Assignment</p> <p>Execution Date: <b>May 16, 1994</b></p>	<p>4. A. Trademark Application No.(s)</p> <p>B. Trademark Registration No.(s)</p> <p><b>1,649,216</b></p> <p>Additional numbers attached? <b>NO</b></p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Charles P. LaPolla OSTROLENK, FABER, GERB &amp; SOFFEN, LLP 1180 Avenue of the Americas New York, New York 10036-8403 (212) 382-0700</p>	<p>6. Total number of documents involved: <b>1</b></p> <p>7. Total fee (37 CFR 3.41): <b>\$ 40.00</b></p> <p>Enclosed as part of Check No. 79214</p> <p><small>In the event the actual fee is greater than the payment submitted or is inadvertently not enclosed or if any additional fee due is not paid, the Patent and Trademark Office is authorized to charge the underpayment to Deposit Account No. 15-0700.</small></p>

DO NOT USE THIS SPACE

8. 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.

Charles P. LaPolla  
Name of Person Signing

Signature

September 4, 1998  
Date

Total number of pages including cover sheet, attachment and document: **6**

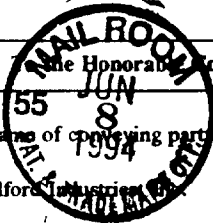
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RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

40.10/481



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

1. Name of conveying party(ies):

Alford Industrial Co.

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State 03 DE
- Other

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

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

Name: HCPS Acquisition, Inc.

Internal Address: \_\_\_\_\_

Street Address: 2700 Sanders Road

City: Prospect Heights State: Illinois ZIP: 60070

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership 03 DE
- Corporation-State Delaware
- Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative

designation is attached:  Yes  No

(Designation 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

Execution Date: June 1, 1994

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

A. Trademark Application No. (s):

Additional numbers attached?  Yes  No

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

B. Trademark registration No. (s): 1,649,216

Additional numbers attached?  Yes  No

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

Name: Joseph F. Morrissey

Internal Address: Mayer, Brown & Platt

Street Address: 190 South LaSalle

City: Chicago State: Illinois ZIP: 60603

6. Total number of applications and registrations involved: \_\_\_\_\_

7. Total fee (37 CFR 3.41): \_\_\_\_\_ \$40

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: 39156129

(Attach duplicate copy of this page if paying by deposit account)

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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.

Joseph F. Morrissey  
Name of Person Signing

Joseph F. Morrissey  
Signature

June 1, 1994  
Date

Total number of pages comprising cover sheet:  2 5 ML

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**ASSIGNMENT OF RIGHTS IN TRADEMARKS**

Alford Industries Inc., a Delaware corporation ("Alford"), intends to transfer to HCFS Acquisition, Inc., a Delaware corporation ("Acquisition"), any right, title or interest that Alford may have in the Trademarks and Servicemarks listed in Exhibit A hereto (collectively, the "Trademarks"), which constitute all such Trademarks owned by Alford as of the date hereof, and

WHEREAS, Acquisition is desirous of acquiring the Trademarks, together with the goodwill associated with and symbolized by any Trademarks,

NOW, THEREFORE, for one dollar and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Alford does hereby assign unto Acquisition any and all of Alford's right, title and interest in and to the Trademarks, in and to the goodwill of the business symbolized by any Trademarks, and with all rights of action, powers and benefits to the same belonged or accrued, including the right to sue for and collect for its own use and benefit and that of its successors, assigns and other legal representatives, damages for past infringements (all of the Trademarks and related property herein described being collectively called the "Trademark Property"). This Assignment shall be effective as of May 16, 1994.

ALFORD MAKES NO REPRESENTATION, WARRANTY, COVENANT OR UNDERTAKING, EXPRESS OR IMPLIED, WITH RESPECT TO THE CONDITION, QUALITY, MERCHANTABILITY, FITNESS FOR A PARTICULAR PURPOSE, NONINFRINGEMENT OR VALUE OF THE TRADEMARK PROPERTY. THE TRADEMARK PROPERTY IS SOLD AND ASSIGNED WITHOUT RECOURSE ON AN ABSOLUTE "AS IS, WHERE IS" BASIS. THIS TRADEMARK ASSIGNMENT IS SUBJECT TO, AND QUALIFIED IN ITS ENTIRETY BY, THE EXACT TERMS OF

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THE ASSET PURCHASE AGREEMENT DATED MAY 16, 1994, AMONG ALFORD,  
COLOR PRELUDE AND HOUSEHOLD COMMERCIAL FINANCIAL SERVICES, INC.

ALFORD INDUSTRIES INC.  
(Assignor)

By: *W. C. Bell*

Its: *Alford*

HCPS ACQUISITION, INC.  
(Assignee)

By: *Stan Dulany*

Its: *HCPS Acq. Inc.*

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EXHIBIT A

TRADEMARKS & SERVICE MARKS

U.S. Trademark Registration

<u>Mark</u>	<u>Reg. No.</u>
COLOR PRELUDE	1,649,21 <sup>6</sup>

France Trademark Registration

<u>Mark</u>	<u>Reg. No.</u>
COLOR PRELUDE	1534634

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State of MARYLAND )  
 ) : SS  
County of CHARLES )

On this 16th day of May, 1994, before me appeared JESS C. BALL, to me personally known, who, being by me duly sworn, did say that he/she is PRESIDENT of Alford Industries Inc. and that said instrument was signed on behalf of said corporation by authority of the Board of Directors.

[Signature]  
Notary Public, State of MARYLAND  
My commission JAMES H. WITMAN  
NOTARY PUBLIC  
CHARLES CO., MD  
My Comm. Exp. Aug. 25, 1997

[Seal]

State of ILLINOIS )  
 )  
County of COOK )

On this 16th day of May, 1994, before me appeared Stanley Garland, to me personally known, who, being by me duly sworn, did say that he/she is Sr. Vice President of HCFS Acquisition, Inc., and that said instrument was signed on behalf of said corporation by authority of the Board of Directors.

[Signature]  
Notary Public, State of ILLINOIS  
My commission April 5, 1995

[Seal] "OFFICIAL SEAL"  
SYLVIA HELEN ANGARONE  
Notary Public, State of Illinois  
My Commission Expires April 5, 1995

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