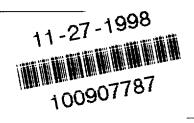
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BILL OF SALE AND ASSIGNMENT

BILL OF SALE AND ASSIGNMENT dated September 23, 1998, executed by BYERS INDUSTRIES, INC. ("Seller"), in favor of LABCARE, Inc. ("Purchaser").

RECITALS

- A. Seller has heretofore operated a business engaged in the manufacture of wastewater treatment systems for use in connection with the operation of photographic laboratories (the "Business") as a separate division under the name "PACEX."
- B. Seller and Purchaser have agreed that Seller will sell and assign to Purchaser and Purchaser will accept and buy from Seller the assets of the Business.
- C. To effectively convey the assets of the Business to Purchaser, Seller has agreed to execute and deliver this Bill of Sale and Assignment.

NOW THEREFORE, Seller hereby sells and assigns to Purchaser the assets of the Business consisting of the "PACEX" trademark, goodwill, and all inventories of component parts for the manufacture of wastewater treatment systems.

Seller warrants that it has good title to all assets being conveyed hereunder and that such assets are being conveyed to Purchaser free and clear of all liens, claims, and encumbrances whatsoever.

In the event that a creditor of Seller makes claim against the assets being conveyed to Purchaser hereunder, Purchaser shall promptly give notice of the claim to Seller. In the event that Seller does not satisfy such claim or contest it by appropriate proceedings and Purchaser becomes obligated to make payments to the claimant, the amount of such payments may be offset by Purchaser against any payments thereafter due by Purchaser to Seller.

Purchaser has inspected the assets being conveyed hereunder to Purchaser's satisfaction and Seller does not give and hereby disclaims any and all warranties regarding the condition of such assets INCLUDING IMPLIED WARRANTIES OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE OR USE and Purchaser accepts all such assets "AS IS."

IN WITNESS WHEREOF, Seller has executed this instrument as of the date first above written.

BYERS INDUSTRIES, INC.

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TOTAL P.02

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RECORDED: 11/20/1998