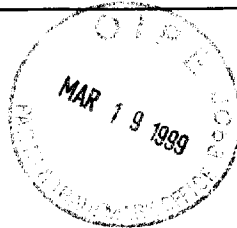


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FORM PTO-1618A

06-03-1999



U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK



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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type 3-19-99

New

Resubmission (Non-Recordation)
Document ID #

Correction of PTO Error
Reel # Frame #

Corrective Document
Reel # 1763 Frame # 0439

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year

Merger

Change of Name

Other Correction of Error

Conveying Party Mark if additional names of conveying parties attached

Name PRIMESOURCE, INC. Execution Date
Month Day Year 03261998

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization Delaware

Receiving Party Mark if additional names of receiving parties attached

Name ITOCHU INTERNATIONAL ACQUISITION CORPORATION

DBA/AKA/TA

Composed of

Address (line 1) 660 WHITE PLAINS ROAD

Address (line 2)

Address (line 3) TARRYTOWN City NEW YORK State/Country Zip Code

Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Corporation Association

Other

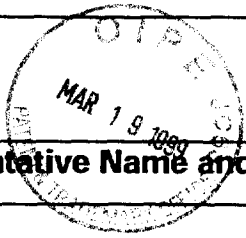
Citizenship/State of Incorporation/Organization DELAWARE

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Mail documents to be recorded with required cover sheet(s) information to:
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REEL: 1873 FRAME: 0033



Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

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Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Name of Person Signing

Signature

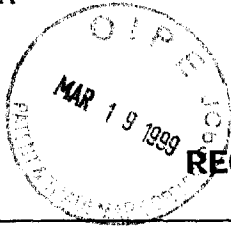
Date Signed

MRU 8-5-98

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

08-07-1998

U.S. Department of Commerce
Patent and Trademark Office
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Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment
 - Security Agreement
 - Merger
 - Change of Name
 - Other _____
 - License
 - ~~None Pro-Tune Assignment~~
- Effective Date
Month Day Year
AUG 3 _____

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name PRIMESOURCE, INC.

3 26 98

Formerly _____

Individual General Partnership Limited Partnership Corporation Association

Other _____

~~Citizenship~~ State of Incorporation/Organization DELAWARE

Receiving Party

Mark if additional names of receiving parties attached

Name ITOCHU INTERNATIONAL ACQUISITION CORPORATION

DBA/AKA/TA _____

Composed of _____

Address (line 1) 660 WHITE PLAINS ROAD

Address (line 2) _____

Address (line 3) TARRYTOWN NEW YORK _____

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other _____

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

~~Citizenship~~ State of Incorporation/Organization DELAWARE

08/05/1998 DNGUYEN 00000133 012520 75284203

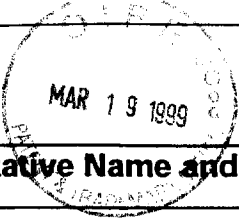
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01 FC:481 40.00 CH
02 FC:482 75.00 CH

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Mail documents to be recorded with required cover sheet(s) information to:
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Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties

Enter the total number of properties involved. #

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or If additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

R. Holland Campbell, Esq.

8/3/98

Name of Person Signing

Signature

Date Signed

SCHEDULE A

<u>Mark</u>	<u>Application No.</u>	<u>Filing Date</u>	<u>Status</u>
PRIMEPLY	75/284,203	April 30, 1997	Pending
FASTENER EXCHANGE	75/297,720	May 23, 1997	Pending
PRIMEGRIP	75/297,721	May 23, 1997	Pending
PRIMEGUARD	75/337,117	August 7, 1997	Pending

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Received Time

Aug. 3. 11:31AM

Print Time

Aug. 3. 11:33AM

**TRADEMARK
REEL: 1873 FRAME: 0037**

TRADEMARK ASSIGNMENT

WHEREAS, PRIMESOURCE, INC., a Delaware corporation, having its principal offices at 1800 John Connally Drive, Carrollton, Texas, has adopted, used, and is using in the United States the trademarks listed in Schedule A attached hereto and is the owner of the trademarks and the U.S. Trademark Applications thereof shown in said Schedule, as well as any common law rights to those marks (hereinafter "the Marks"); and

WHEREAS, ITOCHU INTERNATIONAL ACQUISITION CORPORATION, a Delaware corporation, having its principal offices at 660 White Plains Road, Tarrytown, New York, is desirous of acquiring said trademarks and the federal applications therefor,

NOW, THEREFORE, PRIMESOURCE, INC. warrants as follows:

1. PRIMESOURCE, INC. is the owner of the Marks as well as the U.S. Trademark Applications set forth in Schedule A attached hereto; that said U.S. Trademark Applications are currently valid; that it has used the Marks since the dates of first use recited in the U.S. Trademark Applications and that such use has not been abandoned; and that there is no challenge to the ownership pending and not resolved.
2. PRIMESOURCE, INC. warrants that no license, security interest or other encumbrance is presently outstanding in favor of any third party with respect to any of its rights in the Marks or the U.S. Trademark Applications listed in Schedule A attached hereto.
3. In consideration of the sum of one dollar (\$1.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, PRIMESOURCE, INC. hereby assigns to ITOCHU INTERNATIONAL ACQUISITION CORPORATION all right, title and interest in the United States in and to said trademarks and said applications therefor, together with the goodwill of the business symbolized by said trademarks and said applications to register said trademarks and any other rights held by PRIMESOURCE, INC. in respect thereof.
4. ITOCHU INTERNATIONAL ACQUISITION CORP. is the successor to the business of PRIMESOURCE, INC. to which the marks pertain.
5. PRIMESOURCE, INC. further assigns to ITOCHU INTERNATIONAL ACQUISITION CORPORATION all rights to damages or profits, due or accrued, arising out of past infringement of the Marks or injury to the goodwill connected with the use of the Marks.
6. PRIMESOURCE, INC. agrees to provide any documentation or assistance that ITOCHU INTERNATIONAL ACQUISITION CORPORATION may reasonably request in securing and perfecting the rights to be transferred pursuant to this Agreement.

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Received Time Aug. 3 11:31AM

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TRADEMARK
REEL: 1873 FRAME: 0038

7. This Trademark Assignment shall be deemed effective as of the date hereof.

The Commissioner of Patents and Trademarks is requested to issue any Certificates of Registration for the marks set forth in Schedule A attached hereto to said assignee, ITOCHU INTERNATIONAL ACQUISITION CORPORATION.

Signed at New York, NY, this 26th day of March 1998

PRIMESOURCE, INC.

By: _____

Name: Paul W. Hylbert

Title: President

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

On this 26th day of March, 1998, before me came Paul W. Hylbert, the person who signed this instrument, who acknowledged that he signed it as a free act on behalf of said corporation with full authority to do so.

Francine Tama
Notary Public

FRANCINE TAMA
NOTARY PUBLIC, State of New York
No. 31-4658473
Qualified in New York County
Commission Expires April 22, 1999

107866.2

Received Time Aug. 3, 11:31AM

Print Time Aug. 3, 11:33AM

RECORDED: 03/19/1999

TRADEMARK
REEL: 1873 FRAME: 0039