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ed original documents or copy thereof.

To the Honorable Commissioner of I

1. Name of conveying party(ies):

Wilco Acquisition Corp.

MRP
7-26-99

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

2. Name and address of receiving party(ies)

Name: Wilco Products, Inc.

Street Address: 3760 Southside Industrial Parkway
Atlanta GA 30354

Additional name(s) & address(es) attached? [] Yes [X] No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other:
- Merger
- Change of Name

Execution Date: July 15, 1999

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Georgia
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached [] yes [] no
Additional name(s) & address(es) attached? [] yes [x] no

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

If this document is being filed together with a new application, the execution date of the application is:

A. Trademark application No.(s) **SEE EXHIBIT "A"**

B. Trademark Registration No. **SEE SCHEDULE "A"**

ATTACHED HERETO

ATTACHED HERETO

Additional numbers attached? [] Yes [X] No

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

WOMBLE CARLYLE SANDRIGE & RICE
One Atlantic Center
1201 West Peachtree Street
Atlanta, Georgia 30309
(404) 872-7000
(404) 888-7490 (fax)

6. Total number of applications/registrations involved: **23**

7. Total fee (37 CFR 3.41)

- Enclosed
- Authorized to be charged to deposit account

8. Deposit Account Number:

50-0517

(Attach duplicate copy of this page if paying by Deposit Account)

7/27/1999 DNGUYEN 00000239 2162856

FC:481 40.00 OP
FC:482 550.00 OP

DO NOT USE THIS SPACE

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.

D. Scott Suddeth
Name of Person Signing

D. Scott Suddeth
Signature

7/23/99
Date

Docket No. W009.3040

Total number of pages including cover sheet, attachments, and document: [**9**]

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

EXHIBIT "A"

U.S. TRADEMARK REGISTRATIONS

- (1) Registration No. 2,162,856
DUAL DUTY
Registration Date: June 2, 1998
- (2) Registration No. 2,068,036
JEAN CLEAN
Registration Date: June 3, 1997
- (3) Registration No. 2,095,951
TIE-FREE
Registration Date: September 9, 1997
- (4) Registration No. 2,044,521
METAL LITE
Registration Date: March 11, 1997
- (5) Registration No. 2,088,026
PAD DRIVER PLUS
Registration Date: August 12, 1997
- (6) Registration No. 2,019,675
EARTH MOP
Registration Date: November 26, 1996
- (7) Registration No. 1,851,929
BACK2BACK
Registration Date: August 30, 1994
- (8) Registration No. 1,879,233
CLEAN SWEEP
Registration Date: February 14, 1995
- (9) Registration No. 1,879,232
BRUSHWORX
Registration Date: February 14, 1995
- (10) Registration No. 1,953,922
PRO DUST H2O
Registration Date: February 6, 1996

- (11) Registration No. 1,807,596
MAGIC MOP
Registration Date: November 30, 1993
- (12) Registration No. 1,815,434
QUICK FINISH
Registration Date: January 4, 1994
- (13) Registration No. 2,807,980
HUSKY
Registration Date: August 12, 1997
- (14) Registration No. 1,696,143
HMP and design
Registration Date: June 23, 1992
- (15) Registration No. 1,703,336
JAN SAN and design
Registration Date: July 28, 1992
- (16) Registration No. 1,659,583
ROTOTECH
Registration Date: October 8, 1991
- (17) Registration No. 120,022
KING KOTTON and design
Registration Date: January 1, 1918
- (18) Registration No. 2,169,994
MICROFLEX
Registration Date: June 30, 1998

U.S. TRADEMARK APPLICATIONS

- (19) U.S. Serial No. 75/412,663
"COLOR GUARD"
Filed: December 24, 1997
- (20) U.S. Serial No. 75/403,854
"MUSCLE MOP"
Filed: December 11, 1997
- (21) U.S. Serial No. 75/495,877
"TWIST & CLEAN"
Filed: June 1, 1998

- (22) U.S. Serial No. _____
"RATCHET WRINGER"
Filed: May 28, 1998
- (23) U.S. Serial No. 75/531,816
"WE MAKE IT EASY TO CLEAN"
Filed: August 6, 1998

COMMON LAW

- (24) WILEN
- (25) WAX-O-MATIC
- (26) STICK-M & DESIGN
- (27) SUPER LOOPER
- (28) REFRESH

ASSIGNMENT OF U.S. FEDERAL & STATE MARKS

WHEREAS, Wilen Acquisition Corporation, a corporation organized under the law of the state of Georgia, domiciled and doing business at 809 Broad Street, Wrens, Georgia 30833 (Assignor), is the present and sole owner of record of the trademarks and service marks (Marks) listed in Exhibit "A" attached hereto.

AND WHEREAS, Wilen Products, Inc., a corporation organized under the laws of the state of Georgia, domiciled and doing business 3760 Southside Industrial Parkway, Atlanta, Georgia 30354 (Assignee), is desirous of acquiring the entire right, title and interest in and to the marks listed in Exhibit "A" attached hereto.

NOW THEREFORE, for nominal and other good and valuable consideration, receipt of which is hereby acknowledged, the said Assignor of these presents does sell, assign, and transfer unto the said Assignee, its successors and assigns, the entire right, title and interest in and to the said marks and in and to the registrations and applications listed in Exhibit "A" attached hereto, together with that part of the goodwill of the Assignor's business in connection with the use of and symbolized by the said marks as well as the goodwill associated with those common law marks not otherwise listed and which are in use by the Assignor as of the date of this transaction.

Assignor also agrees to execute in the future, any documents that are necessary to vest or correct title to the marks listed in Exhibit "A" in favor of Assignee or its successors and assigns, as well as any common law marks not otherwise listed and which are in use by the Assignor as of the date of this transaction.

IN WITNESS WHEREOF, the Assignor has hereunder executed this instrument

this 15 day of July, 1999.

WILEN ACQUISITION CORPORATION

By: *Bruce A. White*

Title: *Chief Financial Officer*

Date: *July 15, 1999*