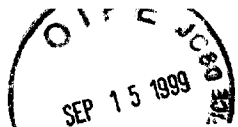
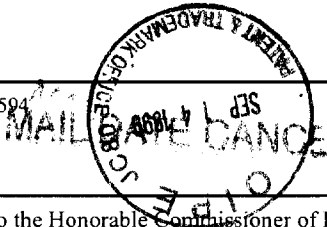


FORM PTO-1594
1-31-92



Express Mail No.: EM 490 493 483 US

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

09-23-1999



101152269

To the Honorable Commissioner of F

d original documents or copy thereof.

<p>1. Name of conveying party(ies): Channel Home Centers, Inc.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State of Delaware <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies): Name: <u>Rickel Home Centers, Inc.</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>200 Helen Street</u></p> <p>City <u>South Plainfield</u> State <u>NJ</u> ZIP <u>07080</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State of Delaware <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designation must be a separate document from Assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance: 9.15.99</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other <u>Nunc Pro Tunc Assignment as of November 4, 1994</u></p> <p>Execution Date: <u>September 9, 1999</u></p>	
<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s) <u>None.</u></p> <p style="text-align: center;">Additional numbers attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>	<p>B. Trademark registration No.(s) <u>See attached sheet.</u></p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>PENNIE & EDMONDS LLP 1155 Avenue of the Americas New York, NY 10036</p> <p>Attn.: <u>Carol M. Wilhelm</u></p> <p>File No.: <u>2376-011-999</u></p>	<p>6. Total number of applications and registrations involved: <u>5</u></p> <p>7. Total fee (37 CFR 3.41):.....\$ <u>140.00</u></p> <p>Please charge to the deposit account listed in Section 8.</p> <p>8. Deposit account number: <u>16-1150</u></p>

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.

<u>Carol M. Wilhelm</u>		<u>9/15/99</u>
Name of Person Signing	Signature	Date

Total number of pages comprising cover sheet: 5

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

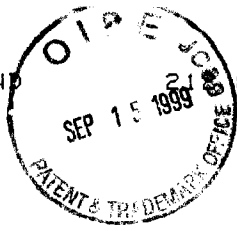
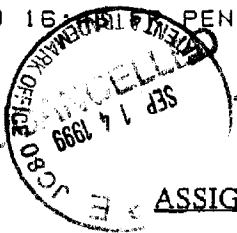
09/20/1999 JSHABAZZ 00000033 161150 1179672

01 FC:481 40.00 CH
02 FC:482 100.00 CH



CONTINUATION OF ITEM 4B:

<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
ALL IN ONE	1,179,672	12/1/81
CHANNEL JR.	1,847,973	8/2/94
DR. WALLY	1,842,187	6/28/94
DR. WALLY and Design	1,862,928	11/15/94
MR. BAGLY	1,168,443	9/8/81



ASSIGNMENT OF TRADEMARKS AND SERVICE MARKS

THIS AGREEMENT, made and entered into *nunc pro tunc* as of November 4, 1994, is by and between Channel Home Centers, Inc., a Delaware corporation ("Assignor"), and Rickel Home Centers, Inc., a Delaware corporation ("Assignee");

WHEREAS, Assignor sold its assets, including its trademarks, service marks and associated goodwill, to Assignee;

WHEREAS, in connection with said sale of assets, Assignor executed an Assignment of Trademarks and Service Marks, dated as of November 4, 1994, in favor of Assignee, whereby Assignor assigned all of its right, title and interest in and to the trademarks and service marks and United States registrations therefor set forth on Schedule 1 thereto;

WHEREAS, Schedule 1 to the foregoing assignment should also have contained the trademarks and service marks and United States registrations set forth on Schedule A hereto (the "Trademarks");

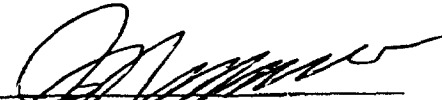
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby assign unto Assignee all right, title and interest in and to the Trademarks set forth on Schedule A hereto, together with the goodwill associated with and symbolized by same, and together with all rights for recovery, damages and profits for past infringements, if any, by third parties, *nunc pro tunc* as of November 4, 1994.

IN WITNESS WHEREOF, the Assignor has caused this instrument to be executed by its duly authorized corporate officer and its corporate seal to be hereunto affixed this

9 day of September, 1999.

[CORPORATE SEAL]

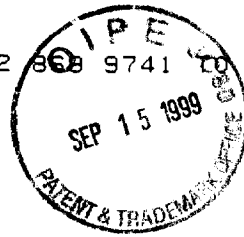
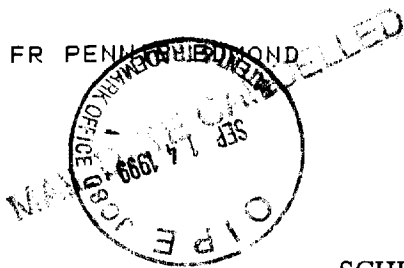
CHANNEL HOME CENTERS, INC.

By: 
Name: Joseph Nusim
Title: President 1990-1994

ATTEST:

Shari Godano 9/9/99
Name: Shari Godano
Title: Admin-Assist.

NY2 - 963319.1



SCHEDULE A
to
ASSIGNMENT OF TRADEMARKS AND SERVICE MARKS

<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
ALL IN ONE	1,179,672	12/1/81
CHANNEL JR.	1,847,973	8/2/94
DR. WALLY	1,842,187	6/28/94
DR. WALLY and Design	1,862,928	11/15/94
MR. BAGLY	1,168,443	9/8/81
PAINT & WEAR	1,119,470	6/5/79

NY2 - 963513.1

** TOTAL PAGE.005 **

RECORDED: 09/15/1999

TRADEMARK
REEL: 001962 FRAME: 0540