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PATENTS, TRADEMARKS, COPYRIGHTS
UNFAIR COMPETITION LAW
AND RELATED LITIGATION

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December 14, 1999



12-16-1999

U.S. Patent & TMO/TM Mail Rcpt Dt. #84

Assistant Commissioner for Trademarks
2900 Crystal Drive
Arlington, Virginia 22202-3513

Re: Assignment of Trademarks
from Midland Manufacturing Corp.
to Delaware Capital Formation, Inc.

Sir:

Please record the attached original document or copy thereof.

- Name of conveying party:
Midland Manufacturing Corp.
- Name and address of receiving party:
Delaware Capital Formation, Inc.
Suite 102
1403 Folk Road
Wilmington, Delaware 19803

3. Nature of Conveyance: Assignment

Date of Execution: November 11, 1999

4. This certificate is being filed in connection with the following registrations:

<u>Trademark</u>	<u>Registration No.</u>	<u>Issue Date</u>
HANDYCHECK	1,833,145	4-26-94
MIDLAND	2,138,313	2-24-98
OPTISCAN	2,272,551	8-24-99

40.00 OP
50.00 OP

12/28/1999 TTON11 00000029 183245

01 FC:481
02 FC:482

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

Harold V. Stotland, Esq.
Emrich & Dithmar
Suite 3000
150 North Wacker Drive
Chicago, Illinois 60606

6. Total number of trademark registrations involved: 3.
7. Total fee enclosed (37 CFR 3.41): \$90.00
8. Please charge any additional fees or credit any overpayment to Deposit Account No. 05-1060.
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.

Date: 12/14/99



Harold V. Stotland

Total number of pages including cover sheet, attachments, and document: 3

ASSIGNMENT

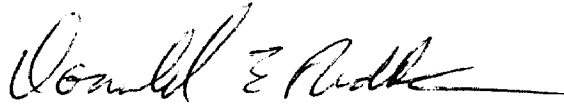
WHEREAS, Midland Manufacturing Corp., a Delaware corporation, having its principal place of business at 7733 Gross Pointe Road, Skokie, Illinois 60077, owned, as of January 1, 1999, the entire right, title and interest in and to the following United States trademarks, the registrations thereof, and the goodwill associated therewith:

<u>Trademark</u>	<u>Registration No.</u>	<u>Issue Date</u>
HANDYCHECK	1,833,145	4-26-94
MIDLAND	2,138,313	2-24-98
OPTISCAN	2,272,551	8-24-99

WHEREAS, Delaware Capital Formation, Inc., a Delaware corporation, having its principal place of business at Suite 102, 1403 Folk Road, Wilmington, Delaware 19803, acquired, as of January 1, 1999, the entire right, title and interest in and to the above-identified trademarks, the above-identified trademark registrations and the goodwill associated with said trademarks;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Midland Manufacturing Corp. sells, assigns, transfers and sets over to Delaware Capital Formation, Inc. *nunc pro tunc*, as of January 1, 1999, the entire right, title and interest in and to the above-identified trademarks, the above-identified trademark registration and the goodwill associated with said trademarks.

MIDLAND MANUFACTURING CORP.



Donald E. Rodda, President

STATE OF Ill)
COUNTY OF Cook) SS

I, a Notary Public, in and for the County and State aforesaid do hereby certify that the above-named person who signed on behalf of Midland Manufacturing Corp. is personally known to me, or proved to me on the basis of satisfactory evidence, to be the person whose name is described in the foregoing instrument, and that he appeared before me this day in person, and acknowledged that he signed, sealed and delivered said instrument as his free and voluntary act and deed for the use and purposes therein set forth, and acknowledged that he had full authority to act on behalf of Midland Manufacturing Corp.

Dated: 11/11/99

(NOTARY SEAL)



