

05-22-2000

4-28-00



To the Honorable Commissioner of Patents...

101363706

...original documents or copy thereof.

1. Name of conveying party(ies): OPR/FINANCE

Diversified Business Credit, Inc.  
3630 Dain Rauscher Plaza  
60 South Sixth Street  
Minneapolis, Minnesota

- Individual(s)
- General Partnership
- Corporation - State of Minnesota
- Other
- Association
- Limited Partnership

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

2. Name and address of receiving party(ies):

Name: Scott Companies, Inc.  
Street Address: 3600 Holley Lane North Suite 90  
City: Plymouth State: MN Zip: 55447

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State of Minnesota
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No

(Designations must be a separate document from assignment)  
Additional name(s) and address(es) attached?  Yes  No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Notice of Default and Demand for Payment
- Merger
- Change of Name

Execution Date: January 20, 2000

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

A. Trademark Application No.(s)

B. Trademark No.(s) -

2,164,773  
1,618,672

Additional Numbers attached?  Yes  No

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

Name: Lorrie Turner-Proulx, Esq.  
Hodgson, Russ, Andrews, Woods & Goodyear, LLP  
Internal Address: Intellectual Property Law Section  
Street Address: One M&T Plaza, Suite 2000  
City: Buffalo State: NY ZIP: 14203-2391

6. Total number of applications and registrations involved: 02

7. Total fee (37 CFR 3.41)..... \$65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

08-2442

(Attach duplicate copy of this page if paying by deposit account)

05/22/2000 ASCOTT 00000025 2164773

01 FC:481  
02 FC:482

40.00 OP  
25.00 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.*

Lorrie Turner-Proulx  
Name of Person Signing

*Lorrie Turner-Proulx*  
Signature

April 28, 2000  
Date

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

3

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patents and Trademarks, Box Assignments Washington DC 20231

**MASLON  
EDELMAN  
BORMAN  
& BRAND**

January 20, 2000

MARVIN BORMAN  
NEIL I. SELL  
WILLIAM E. MULLIN  
WILLIAM E. FENTLEOVITCH  
JOSEPH ALEXANDER  
GARY J. MADSEN  
THOMAS H. BORMAN  
MARK BAUMANN  
DAVID F. WERE  
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JAMES R. O'CONNOR  
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CLARK T. WITKOWSKI  
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MELBA M. WELDON  
LADRA E. WALFOOD  
CHRISTOPHER J. MELBA  
ALAN M. GILBERT

**CERTIFIED MAIL  
RETURN RECEIPT REQUESTED  
AND FIRST CLASS MAIL**

Scott Companies, Inc.  
3600 Holly Lane North, Suite 90  
Plymouth, MN 55447

RE: NOTICE OF DEFAULT / DEMAND FOR PAYMENT AND NOTICE  
OF THE EXERCISE OF RIGHTS AND REMEDIES UNDER  
ARTICLE 9 OF THE MINNESOTA UNIFORM COMMERCIAL  
CODE

Dear Ladies and Gentlemen:

The purpose of this letter is to provide formal notification to Scott Companies, Inc. ("Borrower") and its guarantors with respect to that certain Credit and Security Agreement dated September 26, 1996 (the "Credit Agreement").

You are hereby notified that certain Events of Default have occurred under the terms of the Credit Agreement including, without limitation, cessation by the Borrower of its operations on Friday, January 14, 2000, following the untimely death of the Borrower's President and guarantor Scott Dressen. Upon being notified of Mr. Dressen's death, DBCI asked to obtain possession of the Borrower's premises located at 3600 Holly Lane North, Plymouth, Minnesota and all collateral therein, and with the consent of Roberta Dressen and her legal counsel, DBCI took physical control of those premises yesterday. DBCI hereby demands payment in full of all Obligations (as defined in the Credit Agreement).

Please be advised that DBCI is now entitled to pursue all rights and remedies against all of the property of the Borrower constituting its collateral, whether or not located on the premises. You are hereby advised that DBCI intends to sell all or part of its collateral at one or more private sales to occur on or after ten (10) days following the date of this letter. Also, please be advised that DBCI intends to immediately undertake steps to collect the Borrower's accounts receivable in accordance with Minn. Stat. § 336.9-502.

OF COUNSEL  
MARTIN G. WEINSTEIN  
MICHAEL L. SNOW  
ROYCE H. BANNER  
SUSAN J. LINK

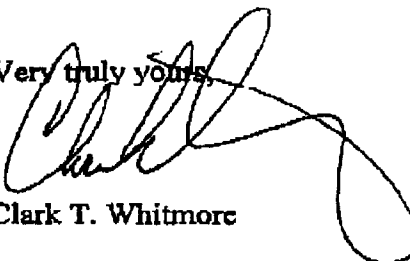
RETIRED  
CHARLES QUAINANCE, JR.  
ROBERT A. ENGELZ

SAMUEL H. MASLON  
1901-1969  
HYMAN KORLMAN  
1896-1963

January 20, 2000  
Page 2

As you know, we have requested an access card or key to open the remaining part of the vault that has not yet been opened. As we discussed with Mr. Worden, each of you are invited to have someone observe the opening of the vault at 7:00 p.m. this evening.

Very truly yours,



Clark T. Whitmore

CTW/ses

cc: Rolfe A. Worden, Esq. (via fax)  
Estate of Scott R. Dressen  
Roberta Dressen