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U.S. Patent & TMO/TM Mail Rpt Dt. #26

To the Honorable Commissioner of Patents and Trademarks.  
Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):  
Credit Manager's Association  
of California

Individual(s)       Association  
 General Partnership     Limited Partnership  
 Corporation-State  
 Other \_\_\_\_\_

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

3. Nature of conveyance:  
 Assignment       Merger  
 Security Agreement     Change of Name  
 Other \_\_\_\_\_

2. Name and address of receiving party(ies):  
Name: Plan Hold Corporation  
Internal Address: \_\_\_\_\_

Street Address: 14721 Von Karman Avenue  
City: Irvine    State: CA    ZIP: 92714

Individual(s) citizenship  
 Association  
 General Partnership  
 Limited Partnership  
 Corporation-State Delaware  
 Other \_\_\_\_\_

If assignee is not domiciled in the United States  
a domestic representative designation is attached:  
 Yes     No  
(Designation must be a separate document from  
Assignment)

Execution Date: August 14, 1996       Yes     No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,005,808  
1,016,922

Additional numbers attached?     Yes     No

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

Name: Kimberly K. Baxter  
Internal Address: 4800 IDS Center  
80 South Eighth Street  
Minneapolis, Minnesota 55402-2100  
Street Address: 4800 IDS Center  
80 South Eighth Street  
City: Minneapolis State: MN 55402-2100

6. Total number of applications and registrations  
involved:

7. Total fee (37 CFR 3.41):      \$ 65.00  
 Enclosed  
 Authorized to be charged to deposit account

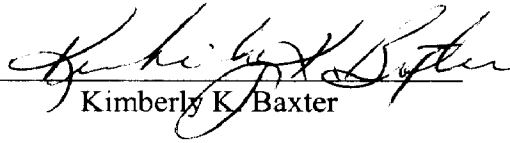
8. Deposit Account Number: 16-0631  
(Attached duplicate copy of this page if  
paying by deposit account)

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.*

Name of Person Signing:

  
Kimberly K. Baxter

9/22/00

Date

Total number of pages comprising cover sheet: 02

OMB No. 0651-0011 (exp. 4/94)

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**Do not detach this portion**

Mail documents to be recorded with required cover sheet information to:

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

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-0011), Washington, D.C. 20503

**BILL OF SALE**

This BILL OF SALE, dated August 14, 1996 is executed and delivered by CREDIT MANAGERS ASSOCIATION OF CALIFORNIA, AS ASSIGNEE FOR THE BENEFIT OF THE CREDITORS OF HARBOR UNIVERSAL, INC. (the "Transferor").

**W I T N E S S E T H:**

WHEREAS, Transferor and PLAN HOLD CORPORATION ("Transferee"), have entered into an Asset Purchase Agreement dated August 8, 1996 (the "Agreement"), whereby Transferor has agreed to sell and transfer to Transferee, and Transferee has agreed to purchase and accept from Transferor, the assets described herein.

NOW, THEREFORE, it is agreed as follows:

Transferor, for and in consideration of the payment provided for in the Agreement and for other good and valuable consideration, the receipt of which is hereby acknowledged, hereby assigns, transfers, conveys and delivers to Transferee, free and clear of all Encumbrances (as such term is defined in the Agreement), all of Transferor's right, title and interest in and to those assets listed on Schedule I hereto, to have and to hold the same unto Transferee, its successors and assigns forever.

IN WITNESS WHEREOF, Transferor and Transferee have caused this Bill of Sale to be duly executed by their respective officers thereunto duly authorized, the day and year first written above.

Transferor:

CREDIT MANAGERS ASSOCIATION OF CALIFORNIA, AS ASSIGNEE FOR THE BENEFIT OF THE CREDITORS OF HARBOR UNIVERSAL, INC.

*By: Jeffrey L. Serman*  
\_\_\_\_\_  
Title: *Assistant Secretary*  
\_\_\_\_\_

Transferee:

PLAN HOLD CORPORATION

By: \_\_\_\_\_

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**SCHEDULE I**

All of the right, title and interest of Transferor in and to the following assets which were acquired by Transferor pursuant to the Assignment (as such term is defined in the Agreement) and which were owned by Harbor Universal, Inc. ("Harbor"):

A. all raw materials inventory, work-in-process inventory, finished goods inventory and related items including all supplies, packing materials and racks;

B. the machinery and equipment set forth on Exhibit A annexed hereto, as well as all molds, tooling, jigs and dies necessary for the production of the products theretofore produced by Harbor (whether or not located on the machinery and equipment excluded from Exhibit A);

C. all intangible assets of Harbor and the goodwill associated therewith including, without limitation, copyrights (including any unregistered copyrights), service marks, trademarks, tradenames and all registrations of the foregoing, patents (including lapsed patents), patent applications (including lapsed applications), technical data, processes, designs (including originals of all product drawings and product spec sheets), new designs for potential products whether generated by Harbor or by "outside" designers commissioned by Harbor, licenses, trade secrets, know-how, formulas, contract rights (including prepayments and advanced royalties made in connection therewith), customer and vendor lists and related information, computer programs and backup programs, whether for manufacturing or otherwise and whether in source code, object code or executable code.

D. all existing product catalogs and other support material, advertising plans of any kind, sales literature and related items (including without limitation all art work and printers' plates presently in the possession of Harbor's advertising agencies and printers); and

E. all customer lists, customer backlogs and the customer contracts set forth on Exhibit B annexed hereto.

**SCHEDULE A**

**REGISTRATIONS**

<b>MARK</b>	<b>REGISTRATION NUMBER</b>
<b>HARBOR</b>	<b>1,003,608</b>
<b>BENEDETTI</b>	<b>1,016,922</b>

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