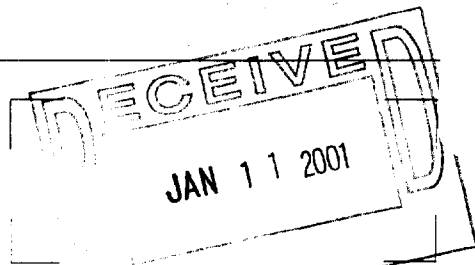


05-04-2001



101701648
TRADEMARK

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027



1.11.01

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New

Resubmission (Non-Recordation)
Document ID #

Correction of PTO Error
Reel # Frame #

Corrective Document
Reel # Frame #

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year

Merger

Change of Name

Other

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

01/24/2001 GT0N11 00000288 1493150

01 FC:481 40.00 OP
02 FC:482 125.00 OP

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

TRADEMARK
REEL: 002285 FRAME: 0953

Domestic Representative Name and Address

Enter for the first Receiving Party only.

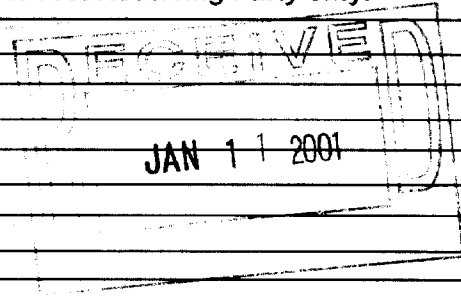
Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)



Correspondent Name and Address

Area Code and Telephone Number

617-482-1776

Name Mary Weidenbach, Esq.

Address (line 1) Goulston & Storrs, P.C.

Address (line 2) 400 Atlantic Avenue

Address (line 3) Boston

Address (line 4) MA 02110-3333

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="1493150"/>	<input type="text" value="1199340"/>	<input type="text" value="1158799"/>
<input type="text" value="1494808"/>	<input type="text" value="1898552"/>	<input type="text" value="1914517"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Mary L. Weidenbach

A handwritten signature in cursive script, appearing to read "Mary L. Weidenbach". The signature is written in dark ink and is somewhat stylized.

January 9, 2001

Name of Person Signing

Signature

Date Signed

Notice of Release of Lien on Trademarks

This Notice of Release of Lien on Trademarks (the "Release") is executed this 12th day of December, 2000 by Citibank, N.A., a national banking association, as agent ("Agent") for the financial institutions party to the Credit Agreement dated as of May 20, 1994, among Barnett Inc., WOC Inc., Waxman Consumer Products Group Inc., Waxman USA Inc., the financial institutions party thereto and the Agent, in favor of Barnett Inc., a Delaware corporation ("Grantor").

WHEREAS, Grantor entered into an Intellectual Property Security Agreement (the "IP Security Agreement") dated May 20, 1994 and recorded in the Patent and Trademark Office (the "PTO") as of June 21, 1994 at Reel 1174, Frame 0367, pursuant to which Grantor granted a security interest to the Agent in certain trademarks, including the trademark registrations and applications set forth on Schedule A attached hereto (the "Released Trademarks") to secure the performance of certain obligations (the "Obligations");

WHEREAS, the Obligations having been satisfied and the security interest created pursuant to the IP Security Agreement terminated, Grantor has requested that the Agent execute this Release to acknowledge the release of any and all interest Agent may have had in the Released Trademarks, for purposes of recording the same in the PTO, and the Agent has agreed to do so.

NOW, THEREFORE, in exchange for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Agent does hereby acknowledge the release, relinquishment and discharge of its security interest in, to and under the Released Trademarks.

IN WITNESS WHEREOF, the Agent has caused this Release to be duly executed as of the date hereinabove set forth.

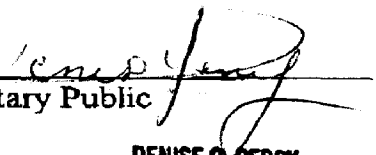
CITIBANK, N.A.

By THOMAS M. HALSCH

Name: THOMAS M. HALSCH
Title: VICE PRESIDENT

STATE OF)
)
 COUNTY OF) ss:

On the 12th day of Dec., 2000 before me and personally came Thomas Hirsch to me known, who, being by me duly sworn, did depose and say that he is Vice President of Citibank, N.A., the national banking association described in and which executed the above instrument; that he signed his name thereto on behalf of said national banking association; and that he acknowledged said instrument to be the free act and deed of said national banking association.



 Notary Public
DENISE C. PERRY
 Notary Public State Of New York
 No. 01PE6045304
 Qualified in Nassau County
 Commission Expires: 07/31/20 02

SCHEDULE A

Trademark
or
Service Mark

Registration Number

HANDI LAWN
HANDI SHOP
HANDI SHOP
HANDI SHOP
BARNETT
PREMIER

1,493,150
1,199,340
1,158,799
1,494,808
1,898,552
1,914,517