

01-18-2002



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To the Honorable Commissioner of Pa 101952827 Please record the attached original documents or copy thereof



1. Name of conveying party(ies): RPM-e/c, Inc. **1. 9.00**

Individual Association
 General Partnership Limited Partnership
 Corporation - Ohio
 Other _____

Additional names of conveying party(ies) attached?
 yes no

2. Name and address of receiving party(ies):
 Name: The Testor Corporation
 Internal Address:
 Street Address: 620 Buckbee Street
 City: Rockford
 Country: Illinois 61104

Individual Association
 General Partnership Limited Partnership
 Corporation - Ohio
 Other _____

Execution Date: December 31, 2001 Additional name(s) & address(es) attached? yes no

01-09-2002
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3. Nature of Conveyance
 Assignment Merger
 Security Agreement Change of Name
 Other _____

4. Application number(s) or registration number(s):
 If this document is being filed together with a new application, the execution date of the application is _____

A. Trademark Application No(s): 76/256,341; 76/292,664; 76/256,024; 76/256,342; 76/257,600
 B. Trademark Registration No(s): _____

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Jeanne E. Longmuir, Esq.
 Calfee, Halter & Griswold LLP
 800 Superior Avenue - Suite 1400
 Cleveland, Ohio 44114-2688

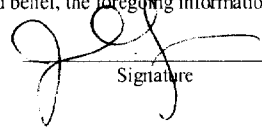
6. Total number of applications and registrations involved: 1

7. Total fee (37 CVF 3.41): \$140.00
 Enclosed
 Authorized to be charged to deposit account
 Total fee due
 Any deficiencies in the enclosed fees

8. Deposit account number:
03-0172 The Commissioner is hereby authorized to charge our deposit account for any deficiencies in the enclosed fees.
 (Attach 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.

Jeanne E. Longmuir  _____
 Name of Person Signing Signature

1/7/02 _____
 Date

Total number of pages comprising cover sheet: 3

CERTIFICATE OF MAILING STAMP ON REVERSE SIDE

01/17/2002 BBYRME 00000195 76256341
01 FC:481 40.00 OP
02 FC:482 100.00 OP

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01-09-2002

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ASSIGNMENT OF INTENT-TO-USE TRADEMARK APPLICATIONS

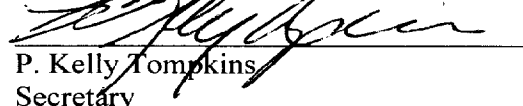
WHEREAS, RPM-e/c, Inc. ("Assignor"), an Ohio corporation having its principal place of business at 2628 Pearl Road, Medina, Ohio 44258, has filed applications for the registration of certain trademarks with the U.S. Patent and Trademark Office, as more fully described in Exhibit A, hereto (the "Trademarks"), based on Assignors intention to use the trademarks in interstate commerce; and

WHEREAS, The Testor Corporation ("Assignee"), an Ohio corporation having its principal place of business at 620 Buckbee Street Rockford, Illinois 61104, is desirous of acquiring the entire right, title, and interest in and to the Trademarks.

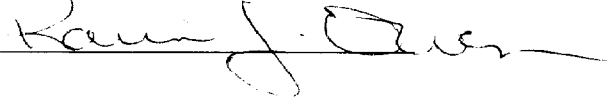
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, and intending to be legally bound hereby, Assignor hereby assigns and transfers to Assignee the entire right, title, and interest in and to the Trademarks and all U.S. applications therefor, along with the portion of the business pertaining to the Trademarks, and including but not limited to any goodwill of the business symbolized by the Trademarks; all rights of action arising from the Trademarks; all claims for damages by reason of past, present, or future infringement of the Trademarks; and the right to sue and collect damages for such infringement, to be held and enjoyed by the Assignee for its own use and benefit and for its successors and assigns as the same would have been held by Assignor had this assignment not been made.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be executed by its duly authorized officers effective as of December 31, 2001.

RPM-e/c, Inc.

By: 
Name: P. Kelly Tompkins
Title: Secretary

Subscribed and sworn to before me on Dec 28, 2001.

Notary Public: 

KARIN J. OWEN
Notary Public, State of Ohio
My Commission Expires 8-29-2006
(Recorded in Medina County)

EXHIBIT A

The Trademarks

<u>Mark</u>	<u>Application Ser. No.</u>	<u>Filing Date</u>
MOTOR MAYHEM	76/256,341	May 14, 2001
OVERDRIVE ARENA	76/292,664	July 31, 2001
TOY SOLDIER GAMES	76/256,024	May 11, 2001
TOTALHOBBY	76/256,342	May 14, 2001
TH TOTALHOBBY.COM & DESIGN	76/257,600	May 14, 2001