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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Sharon McLean

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

1. Name of conveying party(ies):

Metform, Inc.

2-22-02

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

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

2. Name and address of receiving party(ies)

Name: Metform Corporation

Internal

Address:

Street Address: 1000 Allanson Road

City: Mundelein State: IL Zip: 60060

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other Declaration of Michael Dufner

Execution Date: November 17, 1999

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1742732

Additional number(s) attached Yes No

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

Name: James E. Griffith, Esq.

Internal Address: McDermott, Will & Emery Suite 4700

Street Address: 227 West Monroe Street

City: Chicago State: IL Zip: 60606

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) \$ 25.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

13-0206

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

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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.

James E. Griffith Name of Person Signing

James E. Griffith Signature

2/22/2002 Date

Total number of pages including cover sheet, attachments, and document: 6

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

03/13/2002 6TOM11 00000092 130206 1742732 01 FB:481 40.00 CH

TRADEMARK REEL: 002460 FRAME: 0784

BILL OF SALE AND ASSIGNMENT

THIS BILL OF SALE AND ASSIGNMENT is given by MacLean-Fogg Company, a Delaware corporation (the "Seller"), to Metform, L.L.C., a Delaware limited liability company (the "Purchaser"), in consideration of good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged. Effective as of the Effective Time (as hereinafter defined), the Seller hereby sells, conveys, assigns, transfers and delivers to the Purchaser all of the Seller's rights, title and interests in and to all of the assets, tangible, intangible, personal, real or mixed, sold, conveyed, assigned, transferred, and delivered to Seller by Metform Corporation, a Delaware corporation ("Metform"), in connection with the liquidation of Metform, except for the cash received from Metform in connection with such liquidation and the loan receivable of Metform from the Seller. Each such asset is hereby transferred subject to any and all liens, claims, charges, security interests or encumbrances of any kind whatsoever as may exist as of the date hereof.

The Seller agrees that, from time to time after the delivery hereof, it will, upon the reasonable request of the Purchaser, take all such action and execute and deliver all such documents, instruments and conveyances which may be reasonably necessary or desirable to carry out the provisions of this Bill of Sale and Assignment.

This Bill of Sale and Assignment is effective as of 8:25 a.m. (Chicago time), January 2, 1996 (the "Effective Time").

MACLEAN-FOGG COMPANY

By: George H. Cooney Jr.
Title: Vice President

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BILL OF SALE AND ASSIGNMENT

THIS BILL OF SALE AND ASSIGNMENT is given by Metform Corporation, a Delaware corporation ("Seller"), to MacLean-Fogg Company, a Delaware corporation ("Purchaser"), in consideration of good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged. Effective as of the Effective Time (as hereinafter defined), the Seller hereby sells, conveys, assigns, transfers and delivers to the Purchaser all of the Seller's rights, title and interests in and to all of the assets of the Seller, owned on and as of the date hereof, whether tangible, intangible, real, personal or mixed, including, but not limited to, the Seller's rights in, to and under all contracts, accounts receivable, cash on hand, machinery, vehicles and equipment, inventory, supplies, proprietary rights, licenses, permits, approvals and authorizations and business and technical records, each such asset subject to any and all liens, claims, charges, security interests or encumbrances of any kind whatsoever as may exist as of the date hereof.

The Seller agrees that, from time to time after the delivery hereof, it will, upon the reasonable request of the Purchaser, take all such action and execute and deliver all such documents, instruments and conveyances which may be reasonably necessary or desirable to carry out the provisions of this Bill of Sale and Assignment.

This Bill of Sale and Assignment is effective as of 8:15 a.m. (Chicago time), January 2, 1996 (the "Effective Time").

METFORM CORPORATION

By:

Title:

George H. Cooney
Assistant Secretary

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

MARK: SECUREX

REGISTRATION NO.: 1,742,732

DECLARATION OF
MICHAEL DUFNER

The undersigned MICHAEL DUFNER hereby declares that he is Corporate Tax Director of Metform, L.L.C.; that the owner of the mark SECUREX at the time the application for its registration was filed was Metform Corporation, which was inadvertently and incorrectly named in the application as Metform, Inc.; that the documents attached to this Declaration are true copies of the original documents and evidence the transfer of all assets, tangible and intangible, including all trademarks and trademark registrations, first from Metform Corporation to MacLean-Fogg Company and then from MacLean-Fogg Company to Metform, L.L.C., a Delaware limited liability company, as of January 2, 1996; and that Metform, L.L.C. was on December 15, 1998, and continues to be, the owner of the trademark SECUREX and Reg. No. 1,742,732.

The undersigned, being hereby warned that willful, false statements and the like so made are punishable by fine or imprisonment or both, under Section 1001 of Title 18 of the United States Code; and that such willful false statements may jeopardize the validity of this Declaration or of any

CHI99 3345347-1.002193.0010

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Registration granted on the above application, hereby states
that all statements made herein of his own knowledge are true
and that all statements made on information and belief are
believed to be true.

METFORM, L.L.C.

By: Michael Dufner
Michael Dufner

Dated: 11/17/99

Title: Corp. Tax Director

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Date of Deposit: 11-17-99

I hereby certify that this paper or fee is being
deposited with the United States Postal Service Express
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Michael Dufner