

02-06-2002

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

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
Tab settings

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

1. Name of conveying party(ies):

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: _____

2. Name and address of receiving party(ies)

Name: Robert O. Dierks

Internal Address: _____
Address: _____

Street Address: 10119 Portland Ave. South

City: Bloomington State: MN Zip: 55420

Individual(s) citizenship United States

Association

General Partnership

Limited Partnership

Corporation-State

Other

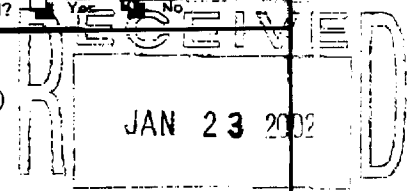
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)
Ser. No. 75-387,514

B. Trademark Registration No.(s)

Additional number(s) attached Yes No



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

Name: Ingrid L. Hallett

Internal Address: _____

Street Address: 150 South 5th Street

Suite 1800

City: Minneapolis State: MN Zip: 55402

6. Total number of applications and registrations involved: 1

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

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

N/A

(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.

Ingrid Hallett
Name of Person Signing

Ingrid Hallett
Signature

12-20-01
Date

Total number of pages including cover sheet, attachments, and document: 2

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

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TRADEMARK ASSIGNMENT

This Assignment, effective as of August 1, 2001, made by Upper Midwest Sales, Inc., a Minnesota corporation (hereinafter "Assignor") to Robert O. Dierks (hereinafter "Assignee").

WHEREAS, Assignor is the owner in the United States Patent and Trademark Office of the trademark/servicemark listed below (hereinafter the "Mark"):

<u>Mark</u>	<u>Serial No.</u>
TOTAL CARE	75-387,514

WHEREAS, Assignee is the sole shareholder of Assignor; and

WHEREAS, Assignor intends to dissolve and distribute its assets to Assignee, including the Mark, together with the good will of the business with which such Mark is used and which is symbolized by the Mark;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns to Assignee its right, title and interest in and to such Mark, including all registrations and applications to register the Mark, together with the goodwill of the business connected with the use of and symbolized by the Mark, subject only to the Trademark License Agreement Assignor entered into on March 1, 1999 with Dalco Enterprises, Inc., a Minnesota corporation.

UPPER MIDWEST SALES, INC.

Robert O. Dierks

By: Robert O. Dierks
President

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