

10-22-2002

FORM PTO-1594 (modified)

RECOI

U.S. DEPARTMENT OF COMMERCE

U.S. Patent and Trademark Office

(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)



102257059

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

1. Name of conveying party(ies):

SDI Operating Partners, L.P. 10/15/02

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

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

2. Name and address of receiving party(ies):

Name: SunSub A, Inc.

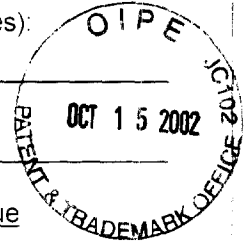
Internal Address: P.O. Box 31012

Street Address: 10590 Hamilton Avenue

City: Cincinnati State: OH ZIP: 45231-0012

- Individual(s) citizenship: _____
- Association _____
- General Partnership of: _____
- Limited Partnership of: _____
- 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: _____

Execution Date: December 1, 1998

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

A. Trademark Application No.(s)

75/092,803

B. Trademark Registration No.(s)

729,705 1,532,394 2,188,456
656,070 2,120,432

Additional numbers attached Yes No

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

Name: Adam D. Resnick, Esq.

Internal Address: PIPER RUDNICK LLP

Street Address: 1200 Nineteenth Street, NW

City: Washington State: DC ZIP: 20036

6. Total number of applications and registrations involved: 6

7. Total fee (37 C.F.R. § 3.41): \$ 165.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

501150

(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.

Adam D. Resnick, Esq.
Name of Person Signing

Adam D. Resnick
Signature

10/15/02
Date

10/21/2002 JJALLAH2 00000035 75092803. of pages incl. cover sheets, attachments, and document: 6

01 FC:8521
02 FC:8522

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

TRADEMARK
REEL: 002603 FRAME: 0208

CONFIRMATION TRADEMARK ASSIGNMENT

This Confirmation Trademark Assignment (this "Assignment") is made by and between SDI Operating Partners, L.P., a Delaware limited partnership and its successor in interest ("Assignor"), having an address of 10590 Hamilton Avenue, P.O. Box 31012, Cincinnati, OH 45231-0012 and SunSource Technology Services, LLC, a Delaware limited liability company having an address of 10590 Hamilton Avenue, P.O. Box 31012, Cincinnati, OH 45231-0012.

WHEREAS, Assignor is the registered owner of all right, title and interest in and to the Trademarks on the attached Schedule (hereinafter "the Marks");

WHEREAS, Assignor and SunSource Technology Services, LLC, a Delaware limited liability company, are desirous of confirming a number of transactions reflecting a chain of title from Assignor to SunSub A, Inc., to SunSource Investment Company, Inc., to the Hillman Group, Inc., and ending with the assignment to SunSource Technology Services, LLC effective June 1, 2001, and SunSource Technology Services, LLC was desirous of obtaining, all right, title and interest in and to the Marks;

WHEREAS, pursuant to a merger dated and effective as of December 1, 1998, by and among SDI Operating Partners, L.P., a Delaware limited partnership, SunSub A, Inc., a Delaware corporation having an address of 10590 Hamilton Avenue, P.O. Box 31012, Cincinnati, OH 45231-0012 and certain other parties, SDI Operating Partners, L.P. was merged with and into SunSub A, Inc., with SunSub A, Inc. as the surviving corporation and successor in interest to all right, title and interest in and to the Marks, together with the goodwill of the business symbolized by the Marks;

WHEREAS, pursuant to a merger dated and effective as of June 1, 2001, by and among SunSub A, Inc., a Delaware corporation and SunSource Investment Company, Inc., a Delaware corporation having an address of 10590 Hamilton Avenue, P.O. Box 31012, Cincinnati, OH 45231-0012, SunSub A, Inc. was merged with and into SunSource Investment Company, Inc., with SunSource Investment Company, Inc. as the surviving corporation and successor in interest to all right, title and interest in and to the Marks, together with the goodwill of the business symbolized by the Marks;

WHEREAS, pursuant to a corporate restructuring effective as of June 1, 2001, SunSource Investment Company, Inc., a Delaware corporation, transferred and assigned all right, title and interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, to its wholly-owned subsidiary, the Hillman Group, Inc., a Delaware corporation having an address of 10590 Hamilton Avenue, P.O. Box 31012, Cincinnati, OH 45231-0012; and

WHEREAS, pursuant to a corporate restructuring effective as of June 1, 2001, the Hillman Group, Inc., a Delaware corporation, transferred and assigned all right, title and interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, to its wholly-owned subsidiary, SunSource Technology Services, LLC, a Delaware limited liability company.

NOW, THEREFORE, it is hereby confirmed by the signatories hereto that pursuant to the transactions (the "Transactions") set forth in the recitals above (which recitals are incorporated herein by reference), and effective June 1, 2001, the Hillman Group, Inc., a Delaware corporation, as successor in interest to SDI Operating Partners, L.P., a Delaware limited partnership, pursuant to the Transactions, did assign, transfer and convey, and hereby nunc pro tunc assigns, transfers and conveys, unto SunSource Technology Services, LLC, a Delaware limited liability company, all right, title and interest in and to the Marks, together with the goodwill of the business symbolized by the Marks, the same to be held and enjoyed by the SunSource Technology Services, LLC for its own use and enjoyment, and for the use and enjoyment of its successors, assigns, or other legal representatives, as fully and entirely as the same would have been held and enjoyed by the Assignor if this assignment and sale had not been made; together with all claims for damages by reason of past infringement by the Marks, with the right to sue for, and collect the same for its own use and on behalf of its own successors, assigns, or other legal representatives.

* * *

(signatures on following page)

IN WITNESS WHEREOF, SunSource Technology Services, LLC and the Hillman Group, Inc. have caused this Assignment to be executed by their duly authorized representatives on the day and year first above written.

SDI OPERATING PARTNERS, L.P.

By: **The Hillman Group, Inc., a Delaware corporation**
(on its own behalf and as successor in interest to SDI Operating Partners, L.P.)

James P. Waters
By: James P. Waters
Title: Chief Financial Officer

ACKNOWLEDGMENT

STATE OF Ohio
COUNTY OF Delaware

This instrument was acknowledged before me this 14th day of October, 2002, by James P. Waters, as Chief Financial Officer of The Hillman Group, Inc., a Delaware corporation, on behalf of such corporation.

{Seal}

Sandra R. Harrod
Notary Public in and for
the State of Ohio

My commission expires: 12-12-04
SANDRA R. HARROD
NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION EXPIRES 12-12-04

SUNSOURCE TECHNOLOGY SERVICES, LLC

Maurice P. Andrien, Jr.
By: Maurice P. Andrien, Jr.
Title: Manager

ACKNOWLEDGMENT

STATE OF Ohio
COUNTY OF Hamilton

This instrument was acknowledged before me this 4th day of October, 2002, by Maurice P. Andrien, Jr., as Manager of SunSource Technology Services, LLC, a Delaware limited liability company, on behalf of such company.

{Seal}

Sandra R. Harrod
Notary Public in and for
the State of Ohio

My commission expires: 12-12-04

SANDRA R. HARROD
NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION EXPIRES 12-12-04

Schedule of Marks

U.S. Federal Applications and Registrations

ACTIVATION	75/092,803
ACTIVATION INC. and Design	729,705
AIR-DRECO	656,070
S (Stylized)	1,532,394
SUNSOURCE	2,120,432
SUNSOURCE INDUSTRIAL SERVICES	2,188,456

Canadian Registration

Mark	Serial/Registration No.
SUNSOURCE INDUSTRIAL SERVICES	TMA505774

Wisconsin State Registration

Mark	Serial/Registration No.
J.N. FAUVER CO.	WI3000008800



Piper Rudnick

1200 Nineteenth Street, N.W.
Washington, D.C. 20036-2412
main 202.861.3900 fax 202.223.2085

ADAM D. RESNICK
adam.resnick@piperrudnick.com
direct 202.861.6939 fax 202.223.2085

October 15, 2002

Via Hand Delivery

Commissioner of Patents and Trademarks
U.S. Patent and Trademark Office
Box Assignments
Washington, DC 20231

Re: Trademark Assignments between:
SDI Operating Partners, L.P.
SunSub A, Inc.
SunSource Investment Company, Inc.
Hillman Group, Inc.
SunSource Technology Services, LLC
STS Operating, Inc.
Foothill Capital Corporation

Sirs:

Please find attached Recordation Form Cover Sheets, in connection with the above-identified parties. These Recordation Form Cover Sheets should be recorded in the order listed below:

1. Merger between **SDI Operating Partners, L.P.** (conveying party) and **SunSub A, Inc.** (receiving party) with supporting documentation. Enclosed is our check number 072368 in the amount of \$165.00 to cover the recordation fee;
2. Merger between **SunSub A, Inc.** (conveying party) and **SunSource Investment Company, Inc.** (receiving party) with supporting documentation. Enclosed is our check number 072369 in the amount of \$165.00 to cover the recordation fee;
3. Assignment between **SunSource Investment Company, Inc.** (conveying party) and **Hillman Group, Inc.** (receiving party) with supporting documentation. Enclosed is our check number 072371 in the amount of \$165.00 to cover the recordation fee; and

4. Assignment between **Hillman Group, Inc.** (conveying party) and **SunSource Technology Services, LLC** (receiving party) with supporting documentation. Enclosed is our check number 072372 in the amount of \$165.00 to cover the recordation fee.
5. Assignment between **SunSource Technology Services, LLC** (conveying party) and **STS Operating, Inc.** (receiving party) with supporting documentation. Enclosed is our check number 072373 in the amount of \$165.00 to cover the recordation fee.
6. Security Agreement between **STS Operating, Inc.** (conveying party) and **Foothill Capital Corporation** (receiving party) with supporting documentation. Enclosed is our check number 072374 in the amount of \$165.00 to cover the recordation fee.

Any additional fees associated with these filings should be drawn from the Deposit Account of Piper Rudnick LLP, No. 501150.

Respectfully submitted,



Adam D. Resnick

ADR
Enclosures