Form PTO-1594 RECORDATION FORM COVER SHEET (Rev. 10/02) TRADEMARKS ONLY  U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office		
Tab settings ⇔⇔⇔ ▼ ▼	<u> </u>	
To the Honorable Commissioner of Patents and Trademarks: F	Please record the attached original documents or copy thereof.	
1. Name of conveying party(ies): The Bank of New York  Individual(s) General Partnership Limited Partnership	2. Name and address of receiving party(les)  Name: Holland USA, Inc.  Internal Address: Street Address: 1725 Roe Crest Drive  City: North Mankato State: MN Zip: 56002-3728	
Corporation-State  Other	Individual(s) citizenship	
3. Nature of conveyance:	Limited Partnership	
Assignment Merger  Security Agreement Change of Name  ✓ Other Foreclosure  Execution Date: 04/01/2003	Corporation-State Minnesota  Other If assignee is not domicited in the United States, a domestic representative designation is attached:  (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)	B. Trademark Registration No.(s) 1,243,609 (see attached)	
Additional number(s) at		
5. Name and address of party to whom correspondence concerning document should be mailed:  Name: Jennifer C. Debrow	6. Total number of applications and registrations involved:	
Internal Address: Gray, Plant, Mooty, Mooty	7. Total fee (37 CFR 3.41)\$\$_215.00	
& Bennett, PA	Enclosed  Authorized to be charged to deposit account	
Street Address: P.O. Box 2906	8. Deposit account number: 50-0937	
City: Minneapolis State: MN Zip:55402-0906	THIS SPACE	
9. Signature.	TING OF ACE	
Jennifer C. Debrow	Jan 5/22/03	
Name of Person Signing  Total number of pages including one	gnature Date	

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

### **Assignment Recordation Form Cover Sheet** Attachment 1 of 1

Reg. No. 2,435,655	
Reg. No. 1,764,468	
Reg. No. 1,446,332	
Reg. No. 1,412,322	
Reg. No. 1,266,286	
Reg. No. 1,260,779	
Reg. No. 1,263,965	

### BANK BILL OF SALE

Bill of Sale ("Bank Bill of Sale") dated as of March 27, 2003, made between THE BANK OF NEW YORK, a New York corporation ("Bank"), and HOLLAND USA, INC., a Minnesota corporation ("Buver").

Bank, Buyer, and Argosy Investment Partners, L.P., have entered into a Foreclosure Sale Agreement dated as of March 1, 2003 ("Foreclosure Sale Agreement"). All capitalized terms not otherwise defined herein shall have the respective meanings provided in the Foreclosure Sale Agreement, and all terms not defined herein or therein shall have the meanings, if any, provided in the Uniform Commercial Code as now in effect in the States of New York ("NYUCC") and Connecticut ("CTUCC").

NOW THEREFORE, for good and valuable consideration (including the payment by Buyer of the Purchase Price), the receipt of which is hereby acknowledged:

1. Assignment. Bank does hereby sell, transfer, assign, convey and deliver to Buyer, and Buyer does purchase all of the right, title, and interest, if any, of UNION PEN COMPANY, a Connecticut corporation ("Debtor"), in and to the following described tangible and intangible assets and properties wherever located ("Bank Conveyed Collateral"):

Collectively, all of that certain collateral of Debtor that is identified on Exhibit A (including schedules thereto) attached to this Bank Bill of Sale, but specifically excluding all of that certain collateral of Debtor that is identified on Exhibit B (including schedules thereto) attached to this Bank Bill of Sale ("Bank Excluded Collateral").

- Scope of Assignment. Bank's conveyance to Buyer of Debtor's right, title, and interest in and to the Bank Conveyed Collateral, if any, shall effect a transfer of possession and ownership of the Bank Conveyed Collateral to Buyer as and to the fullest extent that may be conveyed by Bank as a secured party by means of a foreclosure sale pursuant to §§ 9-610 and 9-617 of the NYUCC and §§ 9-610 and 9-617 of the CTUCC. Furthermore, Bank's conveyance to Buyer of Debtor's right, title, and interest in and to the Bank Conveyed Collateral, if any, shall effect a transfer of possession and ownership of the Bank Conveyed Collateral to Buyer free and clear of all liens, security interests, encumbrances and other rights and interests therein as and to the fullest extent provided in §§ 9-610 and 9-617 of the NYUCC and §§ 9-610 and 9-617 of the CTUCC.
- Governing Law. This Bank Bill of Sale shall be governed by the laws of the State of New York without regard to its conflicts of law principles.
- 4. Bank Disclaimers. By acceptance of delivery of the Bank Conveyed Collateral, Buyer acknowledges that the Bank Conveyed Collateral is conveyed to Buyer "where is" and "as is" without any warranty of fitness for a particular use or other warranty of any kind, except as is otherwise expressly set forth in Section 10 of the Foreclosure Sale Agreement. WITHOUT LIMITING THE GENERALITY OF THE FOREGOING, BANK SPECIFICALLY DISCLAIMS (A) ANY WARRANTY OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE WITH RESPECT TO THE BANK CONVEYED

COLLATERAL, AND (B) ANY WARRANTY RELATING TO TITLE, POSSESSION, QUIET ENJOYMENT OR THE LIKE WITH RESPECT TO THE BANK CONVEYED ADDITIONALLY, BANK MAKES NO REPRESENTATION OR COLLATERAL. WARRANTY OF ANY KIND WITH RESPECT TO THE EXISTENCE, ACCURACY OR COMPLETENESS OF ANY COLLATERAL DESCRIBED OR LISTED IN THIS BILL OF SALE, INCLUDING ANY EXHIBITS OR SCHEDULES ATTACHED HERETO.

No Amendment of Foreclosure Sale Agreement. This Bank Bill of Sale is intended only to document the sale and assignment of Debtor's rights, title and interest, if any, in, to and under the Bank Conveyed Collateral to Buyer, and the Foreclosure Sale Agreement is the exclusive source of the agreement and understanding between Bank and Buyer. Nothing contained in this Bank Bill of Sale shall be deemed to modify, alter, expand or diminish the terms and provisions of the Foreclosure Sale Agreement.

IN WITNESS WHEREOF, Bank has executed this Bank Bill of Sale on Which 27, 2003.

THE BANK OF NEW YORK

GP:1440728 v2

### EXHIBIT A TO BANK BILL OF SALE

#### BANK CONVEYED COLLATERAL

All of the Debtor's right, title, and interest, if any, in and to all of the following property (collectively, the "Collateral"): all Accounts, all Chattel Paper, all Documents, all Equipment, all Fixtures, all General Intangibles, all Instruments evidencing intercompany indebtedness, all Inventory, all Patents, all Trademarks, all Trademark Licenses, all equity interests in each person which now is or may hereafter become a subsidiary of the Debtor, whether or not evidenced by a Security, and to the extent not otherwise included, all of the Proceeds of all of the foregoing; provided, however, that the Collateral shall not include any Trademark License with or issued by persons other than a subsidiary of the Debtor that would otherwise be included in the Collateral to the extent that the grant by Debtor of a security interest therein is prohibited by the terms and provisions of the written agreement or document or instrument creating or evidencing such license or permit or Trademark License, or gives the other party thereto the right to terminate such Trademark License in the event of the grant of a security interest with respect thereto.

"Patents": (i) all letters patent of the United States or any other country, all registrations and recordings thereof, and all applications therefor, including registrations, recordings and pending applications in the United States Patent and Trademark Office or any similar offices in any other country, and (ii) all reissues, continuations, divisions, continuations-in-part, renewals or extensions thereof, and the inventions disclosed or claimed therein, including the right to make, use and/or sell the inventions disclosed or claimed therein.

"Trademark Licenses": all written license agreements of the Debtor with any person who is not an affiliate or subsidiary of the Debtor in connection with any of the Trademarks or such other person's names or trademarks, whether the Debtor is a licensor or licensee under any such agreement, subject, in each case, to the terms of such license agreements, and the right to prepare for sale, sell, and advertise for sale all Inventory now or hereafter covered by such license agreements.

"Trademarks": all of the Debtor's right, title, and interest, if any, in and to all trademarks, service marks, trade names, trade dress or other indicia of trade origin or business identifiers, trademark and service mark registrations, and applications for trademark or service mark registrations (except for "intent to use" applications for trademark or service mark registrations filed pursuant to Section 1(b) of the Lanham Act, 15 U.S.C. § 1501, unless and until an Amendment to Allege Use or a Statement of Use under Sections 1(c) and 1(d) of said Act has been filed), and any renewals thereof, and including, without limitation, (a) the right to sue or otherwise recover for any and all past, present and future infringements and misappropriations thereof, (b) all income, royalties, damages, and other payments now and hereafter due and/or payable with respect thereto (including, without limitation, payments under all licenses entered into in connection therewith, and damages and payments for past or future infringements thereof), and (c) all other rights, corresponding thereto and all other rights of any kind whatsoever of the Debtor accruing thereunder or pertaining thereto, together in each case with the goodwill of the business connected with the use of, and symbolized by, each such trademark, service mark, trade name, trade dress, or other indicia of trade origin or business identifiers.

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### **INDEX TO EXHIBIT A SCHEDULES**

Schedule A-1 to Bank Bill of Sale. Bank Conveyed Collateral: Accounts

Schedule A-2 to Bank Bill of Sale. Bank Conveyed Collateral: Inventory

Schedule A-3 to Bank Bill of Sale. Bank Conveyed Collateral: Equipment

Schedule A-4 to Bank Bill of Sale. Bank Conveyed Collateral: Intellectual Property

# SCHEDULE A-1 TO BANK BILL OF SALE

# BANK CONVEYED COLLATERAL: ACCOUNTS

The Bank Conveyed Collateral includes, but is not limited to, the Debtor's right, title, and if any, in and to the following Accounts:

[to be attached at Closing]

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**TRADEMARK** 

# SCHEDULE A-2 TO BANK BILL OF SALE

# BANK CONVEYED COLLATERAL: INVENTORY

The Bank Conveyed Collateral includes, but is not limited to, the Debtor's right, title, and t, if any, in and to the following Inventory:

[to be attached at Closing]

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### SCHEDULE A-3 TO BANK BILL OF SALE

# BANK CONVEYED COLLATERAL: EQUIPMENT

The Bank Conveyed Collateral includes, but is not limited to, the Debtor's right, title, and t, if any, in and to the following Equipment:

[to be attached at Closing]

# SCHEDULE A-4 TO BANK BILL OF SALE

# BANK CONVEYED COLLATERAL: INTELLECTUAL PROPERTY

The Bank Conveyed Collateral includes, but is not limited to, the Debtor's right, title, and erest, if any, in and to the following Intellectual Property:

### U.S. Trademark Registrations:

THE MOTIVATOR	Reg. No. 2,435,655
LASER TWIST BY UNION PEN	Reg. No. 1,764,468
FLEXAMATIC	Reg. No. 1,446,332
ASTRA 2000 (Stylized)	Reg. No. 1,412,322
SLEEK WRITER	Reg. No. 1,266,286
UNIPECO	Reg. No. 1,260,779
UNIPECO AND DESIGN	Reg. No. 1,263,965
ROLLERMARK (Stylized)	Reg. No. 1,243,609

# Canadian Trademark Registrations:

ULTRAMARK AND DESIGN	
FACTORION WIND DESIGN	Reg. No. TMA291709
	Non-110, 1101A291/09

#### U.S. Patents:

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<b>)</b> 3

#### Domain Names:

unionpen.com	
imprintsonline.com	

### Other Trademarks:

All other trademarks used by Union Pen Company, including but not limited to the Common Law Trademarks listed below, as well as all other trademarks featured in the Product Catalogs listed below.

### Common Law Trademarks:

APOLLO	UNIPECO	TRANSLUCENT
DYDA DY MAN		WASHINGTON POCKET KNIFE
FUN FLYER	UNIPECO AND	ROOSEVELT LASER MINI
	DESIGN	POCKET KNIFE
BAYBRIDGE	TRIDENT	EXCALIBUR FLAG KEY TAG
BRISTOL	FLEXAMATIC	FUNKY STAND-UP PEN
ARCO IRIS	UNI-FORM	CLIP-ITZ
SANWICH	WOODRITE	SANDWICH CAP
ROADSTER AUTO MUG	U	BUCKET CAP
CRUISER	AVANTI	ELITE EMBROIDERED CAP

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SHOW CAR  THE PARLIAMENT  FLAT N' FLEXIBLE  THE JUNIOR  THE KNIGHT  GRAB-IT HOLDER  WALUFELT FOLDERS  CAMBRIDGE  CHELSEA LASER TWIST  TECHNOCOLOR LADDER CLIP PRECIOUS METALS  BUCKINGHAM ELEGANCE THAMPTON CLASSIC  TTAN  TRANSLUCENT ARISTOCRAT ARISTOCRAT  FOR THE JUNIOR  ARIA  RETRO TWIST  BULLET-LIGHT KEY TAG  ORBIT  FOR TIPE  FOR TORPHOR  ASTRA ICE  WIN TAGS-NEON HOT ONES  MAPPINTS ONLINE  FROST PEN  SUN FROST  STARLIGHT MINTS  CONTINENTAL KEY TAG  HI KEY TAGS-NEON HOT ONES  WIN TAGS-COOL CLASSICS  THE FLARE CONTINENTAL KEY TAG  FOR THE FLARE FROST PEN  SUN FROST  ST. TROPEZ PEN  HAYWORTH GLASS MUG  FUNKY HEAD  ASTRA CAMPFIRE MUG			
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SLIM MINT	WATER BOTTLE	
SCHOI WING!	VAPOR	ROADSTER MUG
VALU-WRITER	ROADSTER MUG	
VALU-WRITER	TAG-N-SEW	COBRA
DAZZI ED BEGER	LUGGAGE TAG	
DAZZLER RECTRACTABLE	RIP N' RULE	TAG-N-SEW
DAZZLER TWIST	IMOTION	THE PENNINGTON -
	CALCULATORS	
DUO SAFETY WRITER ROPE	HANDI-HOOK	ANGEL BOAT TOTE
PEN	MAGNET	1
THE JOTTER	CANTERBURY	BOAT TOTE
	KEY TAGS	
BERMAHIDE®ZIP-AROUND	AVALON KEY	HORIZONS LEISURE TOTE
	TAGS	1012
BUDGET 6 PACK KOOLER	REMINGTON	REGATTA MEETING TOTE
·	KEY TAGS	
FOAM CHEER GEAR	CARABINER KEY	KING KOOLER BAG
	TAG	
TOTE SEAT	THE BALTIC	ECONO LUNCH BAG
	KEY RING	
ANDROMEDA KEY LIGHT		

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Your 1990 Promotional Buying Guide; UNION; Advertising Gifts of Distinction Since 1904	39 page catalog	1990 © 1990 Union Pen Co.
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Your 1993 Holiday Season Buying Guide; UNION	47 page catalog	1993 1993 Union Pen Co.
UNION; '94 Holiday Catalog	47 page catalog	1994 Volume 9, 1994 ©1994 Union Pen Co.

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[additional Intellectual Property assets to be inserted at Closing]

# EXHIBIT B TO BANK BILL OF SALE

### BANK EXCLUDED COLLATERAL

The Bank Excluded Collateral consists of the Debtor's right, title, and interest, if any, in and to the following:

- (1) All cash and cash equivalents;
- All corporate minute books and stock transfer books and the corporate seals of Debtor:
  - All shares of capital stock of Debtor or any affiliate of Debtor;
  - All interests in real property; (4)
- The general ledger system, consisting of Debtor's Microsoft Windows NT server and three (3) workstations and Debtor's Novision general ledger system, software and data, but excluding all customer information and data, all customer order information and data, and all product sales information and data;
  - Certain equipment leases of UPC identified on attached Schedule B-1;
  - All tax records, tax returns, and tax refunds; (7)
- All prepaid rent, prepaid property taxes, prepaid insurance and other prepaid expenses relating to the other Bank Excluded Collateral;
- (9) All insurance policies (other than insurance policies under which Debtor is the only insured parties);
  - (10) All employee and employment-related files, books and records;
- (11) All employee benefit plans, employment agreements and similar arrangements (written or oral) maintained by Debtor relating to employee health, welfare and benefits; and
- (12) Those trade accounts receivable generated in the ordinary course of Debtor's business and related to products shipped by Debtor before the Closing.

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# SCHEDULE B-1 TO BANK BILL OF SALE

# BANK EXCLUDED COLLATERAL: CERTAIN EQUIPMENT LEASES

The Bank Excluded Collateral includes, but is not limited to, the Debtor's right, title, and interest, if any, in and to the following equipment leases and the equipment leased thereunder:

Lessor	Description & Model #	Serial #'s		Com- mencement	End	Approx # of Payments	1	-	
	Phone and	SCLINI H.S	Lease #	MM/YY	Date	Remaining		Payment S	
1	Sonitrol			ĺ	i				
	Security			1					
	System-NEC			ı	ļ				
	704I PBX				Ī	ŀ	1		
_	System				]	İ			
_GE	w/Voice Mail	N/A	6961162-001	26.00		i	1		
l _	03 Isuzu	JALC4B142370	1 0901102-001	06/01	05/06	40	\$	1,629,35	
GMAC	Delivery Truck	02633		05/02	04/07				
Corporate			·	05/02	04/06	39	1 \$	<b>5</b> 50.74	
Capital	Rhine Screen	}	1	1		1			
Leasing	Stretcher	N/A	i	02/01			1		
	Apple PM		<del></del>	02/01	01/06	36	5	126.15	
CDW	G4/733	N/A	30674302	0001			ŀ		
	HP 64MB 100		30074302	09/01	08/04		S	74.00	
	Mhz & 8100N	ľ		1	1				
Deli _	Laser Set	N/A	001092152-003	07/00	0.000		ľ		
	Dimension Fact		341492132-003	07/00	06/03		<u>s_</u>	141,12	
	PC w/o	i	i	1	Ì		ı		
	Monitor and			j i	1				
	Dimension PC				]				
	w/15" Monitor				[				
D-11	(both		İ		1				
Dell	w/accessories)	N/A	001092152-001	04/00	03/03		_		
	Dimension PC			<del>- 04/00 +</del>	03/03	2	\$	80.89	
	L500CX w/15*			1					
	Monitor			1	1	i		f	
	w/accessories			1 1					
	(for use at SCC - Electrix				į			1	
Dell	Laser)				1				
Den :		N/A	001092152-002	06/00	222		\$	ŀ	
	Dimension PC						<del></del>		
	L566CX w/17* Monitor			1	[	}		f	
Dell				1				ļ	
	w/accessories	<u>N</u> /A	001092152-004	09/00	08/03	7	\$	41.70	
	Dimension Fact PC w/15"				<del></del>	<del>'}</del>		41.39	
	Monitor	]			1			ĺ	
Dell ,	W/accessories				ì				
	Dimension	<u>N/A</u>	001092152-006	02/01	01/04	12	\$	31.93	
	L866R PC					<del>  </del>			
	w/17" Monitor				i			İ	
Dett i	w/accessories	NT/A	**						
Microware	" doceasones	N/A	001092152-005	02/01	01/05	24	\$	34.42	
ouse	Powermac G4	3774					•		
-	Apple Apple	N/A	P35149720102	03/00	02/03	13	\$	54.02	
	Powermac G4	i i		<u> </u>				37.02	
Aicroware	w/Monitor and	Į.	i	ì	ľ	i			
ousc	ZIP drive	N.7.4		ł	i	ŀ		Ī	
ВМ	AS/400 System	N/A	11024916	09/00	08/03	7	\$	72.52	
	TOO DANCEU	N/A	LP0042845	02/02	01/06		\$	1,037.00	

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**RECORDED: 05/22/2003**