

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) **RECORDATION FORM COVER SHEET TRADEMARKS ONLY** U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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):
Argosy Investment Partners, L.P.

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: Holland USA, Inc.
Internal
Address: _____

Street Address: 1725 Roe Crest Drive
City: North Mankato State: MN Zip: 56002-3728

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Minnesota
 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 Foreclosure

Execution Date: 04/01/2003

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s) _____

Additional number(s) attached Yes No

B. Trademark Registration No.(s) 1,243,609
(see attached)

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Jennifer C. Debrow
 Internal Address: Gray, Plant, Mooty, Mooty
& Bennett, PA

 Street Address: P.O. Box 2906

 City: Minneapolis State: MN Zip: 55402-0906

6. Total number of applications and registrations involved: 8

7. Total fee (37 CFR 3.41).....\$ 215.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
50-0937

DO NOT USE THIS SPACE

9. Signature.
Jennifer C. Debrow  5/22/03
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 16

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

ARGOSY BILL OF SALE

Bill of Sale ("**Argosy Bill of Sale**") dated as of April 1, 2003, made between ARGOSY INVESTMENT PARTNERS, L.P., a Pennsylvania limited partnership ("**Argosy**"), and HOLLAND USA, INC., a Minnesota corporation ("**Buyer**").

Argosy, Buyer, and The Bank of New York, a New York corporation, have entered into a Foreclosure Sale Agreement dated as of April 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.** Argosy 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 ("**UPC**"), and/or SERVICE CUSTOMIZING CORPORATION, a Delaware corporation ("**SCC**"), and jointly and severally with UPC, "**Debtor**", in and to the following described tangible and intangible assets and properties wherever located ("**Argosy Conveyed Collateral**"):

Collectively, all of that certain collateral of Debtor that is identified on Exhibit A (including schedules thereto) attached to this Argosy 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 Argosy Bill of Sale ("**Argosy Excluded Collateral**").

2. **Scope of Assignment.** Argosy's conveyance to Buyer of Debtor's right, title, and interest, if any, in and to the Argosy Conveyed Collateral shall effect a transfer of possession and ownership of the Argosy Conveyed Collateral to Buyer as and to the fullest extent that may be conveyed by Argosy 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, Argosy's conveyance to Buyer of Debtor's right, title, and interest, if any, in and to the Argosy Conveyed Collateral shall effect a transfer of possession and ownership of the Argosy 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.

3. **Governing Law.** This Argosy Bill of Sale shall be governed by the laws of the State of New York without regard to its conflicts of law principles.

4. **Argosy Disclaimers.** By acceptance of delivery of the Argosy Conveyed Collateral, Buyer acknowledges that the Argosy 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 11 of the Foreclosure Sale Agreement. **WITHOUT LIMITING THE GENERALITY OF THE FOREGOING,**


ARGOSY SPECIFICALLY DISCLAIMS (A) ANY WARRANTY OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE WITH RESPECT TO THE ARGOSY CONVEYED COLLATERAL, AND (B) ANY WARRANTY RELATING TO TITLE, POSSESSION, QUIET ENJOYMENT OR THE LIKE WITH RESPECT TO THE ARGOSY CONVEYED COLLATERAL. ADDITIONALLY, ARGOSY MAKES NO REPRESENTATION OR 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.

5. **No Amendment of Foreclosure Sale Agreement.** This Argosy 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 Argosy Conveyed Collateral to Buyer, and the Foreclosure Sale Agreement is the exclusive source of the agreement and understanding between Argosy and Buyer. Nothing contained in this Argosy Bill of Sale shall be deemed to modify, alter, expand or diminish the terms and provisions of the Foreclosure Sale Agreement

IN WITNESS WHEREOF, Argosy has executed this Argosy Bill of Sale on April 1, 2003.

ARGOSY INVESTMENT PARTNERS, L.P.

By: Argosy Associates, L.P. its general partner
By: Argosy Associates, Inc., its general partner

By: 
Name: Michael R. Bailey
Title: Vice President

GP:1440727 v2

EXHIBIT A TO ARGOSY BILL OF SALE**ARGOSY CONVEYED COLLATERAL**

Collateral – all of the following property, and interests, if any, in such property of the Debtor, whether now owned or existing or hereafter created, acquired or arising and wheresoever located:

- (i) Accounts;
- (ii) Inventory;
- (iii) Equipment;
- (iv) General Intangibles;
- (v) All monies and other property of any kind now or at any time or times hereafter in the possession or under the control of Argosy or a bailee or affiliate of Argosy;
- (vi) All accessions to, substitutions for and all replacements, products and cash and non-cash proceeds of (i) through (v) above, including, without limitation, proceeds of and unearned premiums with respect to insurance policies insuring any of the Collateral; and
- (vii) All books and records (including, without limitation, customer lists, credit files, computer programs, print-outs and other computer materials and records) of the Debtor pertaining to any of (i) through (vi) above.

INDEX TO EXHIBIT A SCHEDULES

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

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

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

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

SCHEDULE A-1 TO ARGOSY BILL OF SALE

ARGOSY CONVEYED COLLATERAL: ACCOUNTS

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

[to be attached at Closing]

-

SCHEDULE A-2 TO ARGOSY BILL OF SALE

ARGOSY CONVEYED COLLATERAL: INVENTORY

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

[to be attached at Closing]

-

SCHEDULE A-3 TO ARGOSY BILL OF SALE

ARGOSY CONVEYED COLLATERAL: EQUIPMENT

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

[to be attached at Closing]

-

SCHEDULE A-4 TO ARGOSY BILL OF SALE

ARGOSY CONVEYED COLLATERAL: INTELLECTUAL PROPERTY

The Argosy Conveyed Collateral includes, but is not limited to, the Debtor's right, title, interest, 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	Reg. No. TMA291709
----------------------	--------------------

U.S. Patents:

Key Chain with Pocket Knife	Pat. No. D405,603
-----------------------------	-------------------

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 WASHINGTON POCKET KNIFE
FUN FLYER	UNIPECO AND DESIGN	ROOSEVELT LASER MINI 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

HAYWORTH GLASS OPTIC MUG	HOOKE TO IT	THE FAIRWAY WINDSHIRT
MR. PIGGY	KOMBO KOOLER	THE ZIP-STRIPE PULLOVER
CAMELOT	BOTTLE BUDDY	EXPLORER REVERSIBLE JACKET
HIGHPOINT LASERTWIST	IMPELLA	COPTER PEN SET
THE SONOMA	WAVE	TECHNO GIFT SET
CAPRICE LASERTWIST	INLUXUX	PENDULUM PEN
SAPPHIRE	THE OLYMPIAN	QUILL DESK SET
CAVALIER LASERTWIST	RAINBOW	THE MASTER PEN & BALTIC SET
TANGO	CATALINA	INLUXUS PEN & LETTER OPENER SET
TRANSLUCENTS	OLIVIAN	THE GOLDEN TOWER
ZEPHYR	SOFT TOUCH	STAR PERFORMER
AIR BALANCE	INTREPID LASER GRIP	VANTAGE
BUBBLE	THE PRIDE PEN	COOL CLICKER
JUPITER	MONTE CRISTO	TRITAN GRIPPER
ARCTIC	THE AERO	ATOM
DAYTONA NEON	THE BRILLIANCE	NITE COMPANION
VALU-WRITER BRIGHT	KLONDIKE	SILVERTONE
THE BLAZER	THE LEXINGTON	FLIP N' FOLD
BROADWAY CLICKER	THE ACE	PERMA-DURE
AURORA	ILLUMANA PENS	IMOTION
SHOW CAR	THE PARLIAMENT	SEE-N-SEW SEWING KIT
FLAT N' FLEXIBLE	THE JUNIOR	UTILITY LANYARDS
GEM	THE KNIGHT	GRAB-IT HOLDER
SWIVEL	THE DELUXE LASER TWIST	VALUFELT FOLDERS
CAMBRIDGE	CHELSEA LASER TWIST	FROSTED SHOPPERS
TECHNOCOLOR	LADDER CLIP	CONVENTION AIR TOTE
PRECIOUS METALS	ARISTOCRAT	ICANDY ITEMS
BUCKINGHAM	ELEGANCE	APOTHECAR JARS
BORGHINI	HAMPTON CLASSIC	STARLIGHT MINTS
TITAN	TRANSLUCENT ARISTOCRAT	SURVIVAL TOOL
ARIA	RETRO TWIST	BULLET-LIGHT KEY TAG
ORBIT	IFROST GRIPPER PEN	HOOKE-TO-IT KEY TAG
LEGEND	ASTRA ICE	#1 KEY TAGS-NEON HOT ONES
THE KNOCKAROUND	GLACIER	#1 KEY TAGS-HOT TOPICS
UNION PEN COMPANY	KIWI STICK PEN	#1 KEY TAGS-COOL CLASSICS
IMPRINTS ONLINE	THE FLARE FROST PEN	CONTINENTAL KEY TAG
SUN FROST	ST. TROPEZ PEN	HAYWORTH GLASS MUG
FUNKY HEAD	ASTRA	CAMPFIRE MUG
HARMONY	VISION GRIP PEN	REFLECTIONS TRAVEL MUG

PHILEAS	THE ROCKET STIC	ECONO STAINLESS STEEL MUG
STARLIGHT	SLUGGER WATER BOTTLE	FROSTED SHORTY MUG
SLIM MINT	VAPOR ROADSTER MUG	ROADSTER MUG
VALU-WRITER	TAG-N-SEW LUGGAGE TAG	COBRA
DAZZLER RETRACTABLE	RIP N' RULE	TAG-N-SEW
DAZZLER TWIST	IMOTION CALCULATORS	THE PENNINGTON
DUO SAFETY WRITER ROPE PEN	HANDI-HOOK MAGNET	ANGEL BOAT TOTE
THE JOTTER	CANTERBURY KEY TAGS	BOAT TOTE
BERMAHIDE@ZIP-AROUND	AVALON KEY TAGS	HORIZONS LEISURE TOTE
BUDGET 6 PACK KOOLER	REMINGTON KEY TAGS	REGATTA MEETING TOTE
FOAM CHEER GEAR	CARABINER KEY TAG	KING KOOLER BAG
TOTE SEAT	THE BALTIC KEY RING	ECONO LUNCH BAG
ANDROMEDA KEY LIGHT		

Product Catalogs:

Description on Cover	# of Pages	Dated
Inside: Over 200 Business Gift Giving ideas! UNION; Union Pen Company Greenwich, Connecticut; Ontario, Canada	39 page catalog	1989 © 1989 Union Pen Co.
It's Academic!; 1989-90 School Catalog; Union Pen Company	15 page catalog; Union Pen School Division	1989-90
Your 1990 Promotional Buying Guide; UNION; Advertising Gifts of Distinction Since 1904	39 page catalog	1990 © 1990 Union Pen Co.
Union "Inside: Over 300 Value-Priced Advertising Gifts to Promote Your Business, Organization or School!"	39 page catalog	1992 © 1992 Union Pen Co.
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.

Your 1995 Promotional Buying Guide; UNION; Over 30 New Items Inside	47 page catalog	1995 Volume 6, 1995 © 1995 Union Pen Company
UNION PEN Company; 1995 Promotional Buying Guide	47 page catalog	1995 Volume 1, 1995 © 1995 Union Pen Company
UNION; Your 1996 Holiday Business Gift Source	47 page catalog	1996 Volume 9, 1996 © 1996 Union Pen Company
UNION; Your 1996 Promotional Products Buying Guide	47 page catalog	1996 Volume 1, 1996 © 1996 Union Pen Company
Spring into a New Season of Sales with... Union Pen 1-800-846-6600 www.unionpen.com	47 page catalog	1997 Volume 3, 1997 © 1997 Union Pen Company
UNION; Holiday 97	47 page catalog	1997 Volume 9, 1997 © 1997 Union Pen Company
Exciting New Values Inside!; Union Pen Company	47 page catalog	1997 Volume 1, 1997 © 1997 Union Pen Company
UNION; Laser Engraved key Tags; Six-Function Mini Army Knife...	47 page catalog	1998 Volume 1, 1998 © 1998 Union Pen Company
UNION; Schools pg 40; Calendars pg 24; Apparel pg 30...	47 page catalog	1998 © 1998 Union Pen Company
UNION; Laser Engraved Pens; Sheaffer NoNonsense; mugs...	47 page catalog	1998 Volume 3, 1998 © 1998 Union Pen Company
UNION; Celebrating our 95 th Anniversary	47 page catalog	1999 Volume 3, 1999 © 1999 Union Pen Company
UNION; Celebrating our 95 th Anniversary; For 95 Years, Your One-Stop Source for Imprinted Promotional Products	47 page catalog	1999 Volume 1, 1999 © 1999 Union Pen Company
UNION; Holidays 2000	47 page catalog	2000 © 2000 Union Pen Company
UNION PEN COMPANY; Over 40 New Products for 2000!; Your #1 Source for Imprinted Promotional Products Since 1904; January, 2000	47 page catalog	2000 Volume 1, 2000 © 2000 Union Pen Company

UNION; Holiday 2001 Catalogue	15 page catalog	2001 Volume 4, 2001 © 2001 Union Pen Company
UNION; Super Summer Sale! 10% Off!	47 page catalog	2001 Volume 3, 2001 © 2001 Union Pen Company
UNION; Holiday 2001 Catalog	47 page catalog	2001 Volume 4, 2001 © 2001 Union Pen Company
UNIPECO; UNION PEN COMPANY; Spring 2002	54 page catalog	2002 Volume 2, 2002 © 2002 Union Pen Company
UNION; Winter 2002	55 page catalog	2002 Volume 1, 2002 © 2002 Union Pen Company
UNION; Holiday 2002	62 page catalog	2002 Volume 4, 2002 © 2002 Union Pen Company
UNION; Winter, 2003	47 page catalog	2003 Volume 1, 2003 © 2003 Union Pen Company

[additional Intellectual Property assets to be inserted at Closing]

EXHIBIT B TO ARGOSY BILL OF SALE**ARGOSY EXCLUDED COLLATERAL**

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

- (1) All cash and cash equivalents;
- (2) All corporate minute books and stock transfer books and the corporate seals of Debtor;
- (3) All shares of capital stock of Debtor or any affiliate of Debtor;
- (4) All interests in real property;
- (5) 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;
- (6) Certain equipment leases of UPC identified on attached Schedule B-1;
- (7) All tax records, tax returns, and tax refunds;
- (8) 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.

SCHEDULE B-1 TO ARGOSY BILL OF SALE

ARGOSY EXCLUDED COLLATERAL: CERTAIN EQUIPMENT LEASES

The Argosy 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	Lease #	Com-mencement MM/YY	End Date	Approx # of Payments Remaining	Payment \$
GE	Phone and Sonitrol Security System--NEC 7041 PBX System w/Voice Mail	N/A	6961162-001	06/01	05/06	40	\$ 1,629.35
GMAC	03 Isuzu Delivery Truck	JALC4B142370 02633		05/02	04/06	39	\$ 550.74
Corporate Capital Leasing	Rhino Screen Stretcher	N/A		02/01	01/06	36	\$ 126.15
CDW	Apple PM G4/733	N/A	30674302	09/01	08/04	19	\$ 74.00
Dell	HP 64MB 100 Mhz & 8100N Laser Jet	N/A	001092152-003	07/00	06/03	5	\$ 141.12
Dell	Dimension Fact PC w/o Monitor and Dimension PC w/15" Monitor (both w/accessories)	N/A	001092152-001	04/00	03/03	2	\$ 80.89
Dell	Dimension PC L500CX w/15" Monitor w/accessories (for use at SCC - Electrix Laser)	N/A	001092152-002	06/00	???		\$
Dell	Dimension PC L566CX w/17" Monitor w/accessories	N/A	001092152-004	09/00	08/03	7	\$ 41.39
Dell	Dimension Fact PC w/15" Monitor w/accessories	N/A	001092152-006	02/01	01/04	12	\$ 31.93
Dell	Dimension L866R PC w/17" Monitor w/accessories	N/A	001092152-005	02/01	01/05	24	\$ 34.42
Microwarehouse	Powermac G4	N/A	P35149720102	03/00	02/03	13	\$ 54.02
Microwarehouse	Apple Powermac G4 w/Monitor and ZIP drive	N/A	11024916	09/00	08/03	7	\$ 72.52
IBM	AS/400 System	N/A	LP0042845	02/02	01/06	36	\$ 1,037.00

GP:1440727 v2