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

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

1. Name of conveying party(ies): Bankers Trust Company

- 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: GC/Waldom Electronics, Inc.

Internal Address: Street Address: 765 Straits Turnpike, Ste. 2000 City: Middlebury State: CT Zip: 06762

- Individual(s) citizenship 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

3. Nature of conveyance:

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

Execution Date: February 3, 2003

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

A. Trademark Application No.(s) 74/530,956, 75/002,547, 75/512,556, 75/512,650

B. Trademark Registration No.(s) 665,346, 2,053,779, 2,034,693, 2,284,310

Additional number(s) attached Yes No

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

Name: Kira Goodloe Internal Address: Hunton & Williams Street Address: 600 Peachtree Street, NE, Suite 4100 City: Atlanta State: GA Zip: 30308

6. Total number of applications and registrations involved: 21

7. Total fee (37 CFR 3.41) \$ 540.00 Enclosed Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Kira Goodloe Signature Date 3-25-03

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

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

01 FC:8521 40.00 OP 02 FC:8522 500.00 OP

TRADEMARK REEL: 002699 FRAME: 0632

SCHEDULE A

Grantor	Trademark Description	Status	Appln/Reg Number
GC Waldom Electronics, Inc.	THORSEN HOT FORCED TOOLS OAKLAND and Design	ALLOWED TO EXPIRE	665,346
GC Waldom Electronics, Inc.	GC ELECTRONICS	SUSPENDED PENDING TRADEMARK CANCELLATION	74,530,956
GC Waldom Electronics, Inc.	TTC THORSEN TOOL and Design	ABANDONED	74,530,957
GC Waldom Electronics, Inc.	THORSEN ALLIED and Design	ABANDONED	74,533,061
GC Waldom Electronics, Inc.	GC THORSEN	REGISTERED	2,053,779
GC Waldom Electronics, Inc.	EPITOME	REGISTERED	2,034,693
GC Waldom Electronics, Inc.	THE CLEAR CHOICE	REGISTERED	2,284,310
GC Waldom Electronics, Inc.	THORSELECT	ABANDONED	74,699,619
GC Waldom Electronics, Inc.	JIF-ACTION	REGISTERED	2,025,058
GC Waldom Electronics, Inc.	SPRA-LUBE	REGISTERED	2,025,059
GC Waldom Electronics, Inc.	PULLAR BLUE	REGISTERED	2,048,657
GC Waldom Electronics, Inc.	BIG BATH	REGISTERED	2,007,902
GC Waldom Electronics, Inc.	AIR THORSEN	REGISTERED	2,045,439
GC Waldom Electronics, Inc.	AIRJET	REGISTERED	2,026,516
GC Waldom Electronics, Inc.	SPRA KLEEN	ABANDONED	74,699,224
GC Waldom Electronics, Inc.	SUPERLINK	REGISTERED	2,031,637
GC Waldom Electronics, Inc.	GC BOND	REGISTERED	2,023,456
GC Waldom Electronics, Inc.	GC TOOL	REGISTERED	2,117,276
GC Waldom Electronics, Inc.	GC SWITCH	PENDING	75/002,547
GC Waldom Electronics, Inc.	GC PROFESSIONAL	REGISTERED	2,247,962

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Grantor	Trademark Description	Status	Appln/Reg Number
GC Waldom Electronics, Inc.	THE ART OF LISTENING	APPLICATION NEVER FILED PER CLIENT	
GC Waldom Electronics, Inc.	FREEZE MIST	PENDING	75 512.556
GC Waldom Electronics, Inc.	GC BATH	REGISTERED	2.320.548
GC Waldom Electronics, Inc.	JIFFY BATH	PENDING	75 512.650
GC Waldom Electronics, Inc.	GC WALDOM ELECTRONICS	PENDING	75 702.878
GC Waldom Electronics, Inc.	WALDOM	SUSPENDED PENDING RECEIPT OF CERTIFICATION OF NAME CHANGE	75.715.947

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RELEASE OF SECURITY INTEREST OF TRADEMARKS

This Release of Security Interest of Trademarks is dated as of February 3, 2003. Reference is hereby made to the Grant of Trademark Security Interest (the "Grant"), dated as of June 28, 2001, by and among, GC/Waldom Electronics, Inc. ("**Assignor**"), and Bankers Trust Company ("**Assignee and Successor Agent**") recorded with the United States Trademark and Trademark Office on July 5, 2001 on Reel No. 002327/Frame No. 0707.

Assignee and Successor Agent hereby notifies, acknowledges to and agrees with Assignor that, subject to the provisions of that certain Payoff Letter, dated as of February 3, 2003, by and between Katy Industries, Inc. and Assignor and Successor Agent (the "**Payoff Letter**"), the security interest granted by Assignor in the collateral set forth in the Grant (the "**Trademark Collateral**") including, without limitation, the security interest granted in the Trademarks listed on the attached Schedule A, is terminated and released, and that, subject to the provisions of that certain Payoff Letter, that Assignee and Successor Agent hereby releases and forever discharges all of its right, title and interest of any kind or nature granted, assigned or conveyed pursuant to the Grant in the Trademark Collateral.

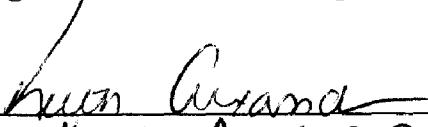
The Assignee and Successor Agent releases all liens, pledges, security interests, charges and other encumbrances of whatever nature (collectively, "**Encumbrances**") on this Release of Security Interest including, without limitation, those Encumbrances created under or in connection with the Grant.

The Assignee and Successor Agent hereby agrees to take such further actions and to execute and deliver such further documents as Assignor may reasonably request to effect and evidence this Release, including, without limitation, the execution and delivery of any filings, statements, amendments, recordations or other instruments required to maintain the applications or registrations of the Trademark Collateral and record the chain of title accordingly with the United States Trademark and Trademark Office, subject, in each case to the Assignor's prior payment in full to the Assignee and Successor Agent of its costs and expenses (including reasonable fees and disbursements of counsel) incurred in connection therewith; provided, however, that Assignee and Successor Agent shall not be required to take any action which exposes the Assignee and Successor Agent to personal liability or which is contrary to applicable law.

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IN WITNESS WHEREOF, Assignee and Successor Agent has caused this Release of Security Interest to be duly executed and delivered by its duly authorized officer as of the date first above written.

**DEUTSCHE BANK TRUST COMPANY
AMERICAS (formerly Bankers Trust Company),
as Assignee and Successor Agent**

By: 
Name: KEITH ALEXANDER
Title: VICE PRESIDENT

**SCHEDULE A
TO
RELEASE OF SECURITY INTEREST OF TRADEMARKS**

See Attached.

Schedule A

RECORDED: 03/27/2003

**TRADEMARK
REEL: 002699 FRAME: 0637**