

12-17-2003

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

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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):

Hagemeyer North America, Inc.

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

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

2. Name and address of receiving party(ies)

Name: Warner Tech-Care Products, Inc.

Internal Address: Teresa Nelson, Attn.

Street Address: 3255 Spring St., NE

City: Minneapolis State: MN Zip: 55413

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State MN 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: November 25, 2003

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,616,409 and 2,718,945

Additional number(s) attached Yes No

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

Name: Maria T. Hauser

Internal Address: Hagemeyer North America

Street Address: 11680 Great Oaks Way

City: Alpharetta State: GA Zip: 30022

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 3.41):

\$ 65.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

(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.

Jeffrey S. Rosenberg Name of Person Signing

Signature

12-01-03 Date

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

12/16/2003 LNUELLER 00000084 2616609

01 FC:0521 40.00 OP 02 FC:0522 25.00 OP

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

TRADEMARK REEL: 002880 FRAME: 0119

BILL OF SALE

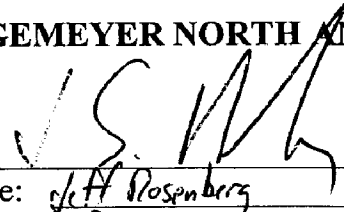
Hagemeyer North America, Inc., a Delaware corporation (the "Seller"), for good and valuable consideration as described in that certain Asset Purchase Agreement made and entered into as of November 19, 2003 (the "Asset Purchase Agreement"), by and between Seller and Warner Tech-care Products, Inc., a Minnesota corporation ("Purchaser"), the receipt and sufficiency of which consideration is hereby acknowledged, hereby grants, sells, assigns, transfers, conveys and delivers to Purchaser, its successors and assigns, all of its right, title and interest in and to the Purchased Assets, but excluding the Excluded Assets. Capitalized terms used but not defined herein shall have the meanings assigned to them in the Asset Purchase Agreement.

Expressly included within the Purchased Assets is the assignment by Seller to Purchaser of the trademark, goodwill, going concern value and other intangible assets of "Tech-Care" U.S. Trademarks No. 2,616,609 and 2,718,945 (the "Trademark"). To transfer the Trademarks, Seller agrees to execute any and all documents necessary to effectuate such assignment. Additionally Seller agrees to assist Purchaser in electronically filing the assignment with the U.S. Patent and Trademark Office.

Notwithstanding any other language contained in this Bill of Sale, the covenants and warranties of Seller in the Asset Purchase Agreement are incorporated herein by reference. If there is any conflict as to the terms of this Bill of Sale and the Asset Purchase Agreement, the terms of the Asset Purchase Agreement shall prevail.

IN WITNESS WHEREOF, Seller has caused this Bill of Sale to be executed this 25th day of November, 2003.

HAGEMEYER NORTH AMERICA, INC.

By: 
Name: Jeff Rosenberg
Title: VP