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

<p>1. Name of conveying party(ies):</p> <p>WOODWORKERS WAREHOUSE, INC.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State Delaware <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies)</p> <p>Name: <u>WOODWORKERS SUPPLY, INC.</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>1108 North Glenn Road</u></p> <p>City: <u>Casper</u> State: <u>WY</u> Zip: <u>82601</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>Wyoming</u> <input type="checkbox"/> Other _____</p> <p><small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</small></p>
<p>3. Nature of conveyance:</p> <p><input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>March 24, 2004</u></p>	<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s) _____</p> <p>B. Trademark Registration No.(s) <u>1988739; 1988103; 1986737; 1556257; 1544938; 1737955</u></p> <p>Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Sheldon H. Klein</u></p> <p>Internal Address: _____</p> <p><u>Arent Fox, PLLC</u></p> <p><u>4th Floor</u></p> <p>Street Address: <u>1050 Connecticut Avenue, NW</u></p> <p>City: <u>Washington</u> State: <u>DC</u> Zip: <u>20036-5339</u></p>	<p>6. Total number of applications and registrations involved: 6</p> <p>7. Total fee (37 CFR 3.41).....\$ <u>165.00</u></p> <p><input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number:</p> <p><u>01-2300</u></p>
<p>DO NOT USE THIS SPACE</p>	
<p>9. Signature.</p> <p><u>Pamela Haughton-Denniston</u> <i>Pamela Haughton-Denniston</i> <u>April 8, 2004</u></p> <p>Name of Person Signing Signature Date</p> <p>Total number of pages including cover sheet, attachments, and document: </p>	

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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
 02 FC:8522

40.00 DP
 125.00 DP

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TERM SHEET FOR THE SALE OF INTELLECTUAL PROPERTY

Dated March 23, 2004

Woodworkers Supply, Inc. ("Supply") proposes on this 23rd day of March 2004, to purchase the entire right, title and interest of Woodworkers Warehouse, Inc. ("Woodworkers") in its intellectual property described either in paragraph one below or on Exhibit "A" attached hereto for the amount and on the terms set forth below:

1. Assets to Be Purchased. All of Woodworker's right, title, and interest in and to (a) all customer mailing lists, (b) all inventions (whether patentable or unpatentable and whether or not reduced to practice), and improvements thereto, and all patents, patent applications, and patent disclosures, together with all re-issuances, continuations, continuations-in-part, revisions, extensions, and reexaminations thereof, (c) all trademarks, service marks, trade dress, logos, trade names, and corporate names, together with all translations, adaptations, derivations, and combinations thereof and including all goodwill associated therewith, and all applications, registrations, and renewals in connection therewith, (d) all copyrightable works, all copyrights, copyright registrations and all applications and renewals in connection therewith, (e) all logos, mask works and all applications, registrations, and renewals in connection therewith, (f) all trade secrets and confidential business information, (g) all inventions, ideas, improvements, research and development, know-how, technical knowledge, formulas, compositions, manufacturing and production processes and techniques, technical data, designs, drawings, specifications, customer and supplier lists, pricing and cost information, and business and marketing plans and proposals, (h) all computer software (including data and related documentation, (i) all formulae, (j) all intangible assets relating to web sites, URLs and all other similar interests and proprietary rights which Woodworkers has any right of ownership or use, and (k) all copies and tangible embodiments thereof (in whatever form or medium), as more fully described in Exhibit "A" attached hereto and hereinafter referred to as the "Assets", subject to Woodworker's right to allow WMH Tool Group to sell 44,000 CARB-TECH branded router bits.

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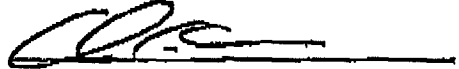
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WOODWORKERS SUPPLY, INC.

By: John Wirth, Jr.
Its: President

ACCEPTED AND AGREED:

WOODWORKER'S WAREHOUSE, INC.



By: Rick C. Welker
Its: Vice President and CFO

WOODWORKERS WAREHOUSE, INC. TRADEMARKS

<u>Mark</u>	<u>Reg. No./Reg. Date</u>	<u>Goods/Services</u>
WOODWORKERS WAREHOUSE	1983739 July 2, 1996	Retail store services specializing in wood- working tools, equipment, supplies, accessories and instructional materials relating to same
WOODWORKERS WAREHOUSE & Design	1988103 July 23, 1996	Retail store services specializing in wood- working tools, equipment, supplies, accessories and instructional materials relating to same
WOODWORKERS WAREHOUSE (stylized)	1986737 July 16, 1996	Retail store services specializing in wood- working tools, equipment, supplies, accessories and instructional materials relating to same
WOODWORKERS WAREHOUSE CONTRACTORS AND AIR TOOLS TOO & Design	1544938 June 20, 1989	Retail store services specializing in wood- working tools, equipment, supplies, accessories and instructional materials relating to same
CARB-TECH	1737995 December 8, 1992	Solid carbide or carbide- tipped power tool accessories; namely, carbide tips, router bits, shaper cutters and saw blades
TREND-LINES WOODWORKING TOOLS & SUPPLIES & Design	1556257 September 12, 1989	Mail order and retail store services specializing in woodworking tools, equipment and supplies, and instructional materials relating to same

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