

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Conversion

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Lab Safety Supply, Inc.		01/25/2010	CORPORATION: WISCONSIN

RECEIVING PARTY DATA

Name:	GHC Specialty Brands, LLC
Street Address:	401 South Wright Road
City:	Janesville
State/Country:	WISCONSIN
Postal Code:	53546
Entity Type:	LIMITED LIABILITY COMPANY: WISCONSIN

PROPERTY NUMBERS Total: 92

Property Type	Number	Word Mark
Registration Number:	3423007	AWGEAR
Registration Number:	3118788	AW GEAR
Registration Number:	3118789	AW ALERT
Registration Number:	3190499	AW GEAR
Registration Number:	1651819	AW DIRECT
Registration Number:	2504636	PROMAX
Registration Number:	2961675	EDUPRESS
Registration Number:	2868493	EDUCATION WITH IMAGINATION
Registration Number:	2598383	UPSTART
Registration Number:	2594703	UPSTART
Registration Number:	1989768	HIGHSMITH
Registration Number:	1886423	UPSTART
Registration Number:	1765834	CORRUBOARD
Registration Number:	1594166	HIGHSMITH

CH \$2315.00 3423007

Registration Number:	1590847	HIGHSMITH
Registration Number:	1424677	LEARNING WELL
Registration Number:	1230109	LEARNING WELL
Registration Number:	1179379	PROFESSOR DAVENSTEEV
Registration Number:	1184968	
Registration Number:	1138701	UPSTART
Registration Number:	1680275	GEMPLER'S
Serial Number:	77903494	TOW-PRO
Serial Number:	77903546	TOWPRO
Serial Number:	77903559	HIGHSMITH
Serial Number:	77903574	HIGHSMITH
Serial Number:	77903592	FIELDPRO
Serial Number:	77903616	EDUPRESS
Serial Number:	77903628	AWQUICKIE
Serial Number:	77903642	REACH EVERY READER
Registration Number:	3740015	WE TREAT YOU LIKE A NEIGHBOR, NOT A NUMBER.
Serial Number:	77763632	DO-IT-YOURSELF DOZEN
Registration Number:	3739832	SUPER-SORTMENT
Registration Number:	3739833	DOUBLE-DEKKER
Registration Number:	3739834	PROMASTER
Registration Number:	3739835	POCKETMAX
Serial Number:	77761030	MCFEELY'S
Serial Number:	77761131	CONSTRUCTION BOOK EXPRESS
Serial Number:	77651934	HANDPICKED, COMMERCIAL-GRADE SUPPLIES DIRECT TO YOUR DOCK OR DOORSTEP
Registration Number:	3306348	LABSAFETY.COM
Registration Number:	3306133	RANDMH.COM
Registration Number:	3242463	
Registration Number:	3242464	
Registration Number:	3242457	BEN MEADOWS
Registration Number:	3242458	BEN MEADOWS
Registration Number:	3242174	RAND
Registration Number:	3242122	RAND
Registration Number:	3666834	HORSEPOWER
Registration Number:	3666835	HORSEPOWER

Registration Number:	3282514	BROWN BEAR
Registration Number:	3065921	GEMPLER'S ALERT
Registration Number:	3055448	LSS
Registration Number:	3059037	LSS.COM
Registration Number:	3160164	SIGHT DEFENSE
Registration Number:	3019895	BEN'S BARGAIN\$
Registration Number:	2936425	CLEARANCE ZONE
Registration Number:	2938202	NEUTRAACID
Registration Number:	2938203	NEUTRABASE
Registration Number:	2895948	WHAT EVERY LAB NEEDS
Registration Number:	2893581	REAL PEOPLE WORKING FOR YOU
Registration Number:	2893582	HARD-WORKING SOLUTIONS DIRECT TO YOUR DOCK OR DOORSTEP
Registration Number:	2893590	LSS.COM
Registration Number:	3010550	EZ FACTS
Registration Number:	2877103	LSS
Registration Number:	2877104	LSS
Registration Number:	2736686	BENMEADOWS.COM
Registration Number:	2678240	BEN MEADOWS
Registration Number:	2678241	BEN MEADOWS COMPANY
Registration Number:	2681278	WHEN THE OUTDOORS IS YOUR OFFICE
Registration Number:	2755286	TAILGATE TRAINING TIP SHEET
Registration Number:	2719401	HAZORB
Registration Number:	2405810	SAFETY TECHLINE
Registration Number:	2756499	LAB SAFETY
Registration Number:	2464851	VAPOR GARD
Registration Number:	2264414	EZ FACTS
Registration Number:	2149467	TECHLINES
Registration Number:	2192992	REGUSAFE
Registration Number:	2062664	HG ABSORB
Registration Number:	1943904	SAFETY BEGINS HERE
Registration Number:	1939746	SAFETY IS FOR LIFE
Registration Number:	1939745	SAFETY IS NO ACCIDENT
Registration Number:	1927994	CONVERTA-TRAY
Registration Number:	1921366	SPILL DEFENSE

Registration Number:	1915981	STEELSKID
Registration Number:	1887071	SPILKART
Registration Number:	1871174	FLOWCHECKER
Registration Number:	1905303	GRAPHIC ALERT
Registration Number:	1875290	SPILLSKID
Registration Number:	1897833	LAB SAFETY SUPPLY
Registration Number:	1896592	LAB SAFETY SUPPLY
Registration Number:	1765881	ENVIRO SORB
Registration Number:	1595371	OILUP SORBENT
Registration Number:	1318102	C

CORRESPONDENCE DATA

Fax Number: (312)251-2897
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 312-368-4000
Email: ch.tm@dlapiper.com
Correspondent Name: Monica L. Thompson
Address Line 1: P.O. Box 64807
Address Line 2: DLA Piper LLP (US)
Address Line 4: Chicago, ILLINOIS 60664-0807

ATTORNEY DOCKET NUMBER:	265387-1
NAME OF SUBMITTER:	Monica L. Thompson
Signature:	/monica l thompson/
Date:	03/30/2010

Total Attachments: 8
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RECEIVED
DEPARTMENT OF FINANCIAL INSTITUTIONS
STATE OF WISCONSIN

Sec. 179.76(3) & (5),
180.1161(3) & (5),
181.1161(3) & (5),
183.1207(3) & (5),
Wis. Stats.

JAN 25 PM 3:59

State of Wisconsin
DEPARTMENT OF FINANCIAL INSTITUTIONS
Division of Corporate & Consumer Services



CERTIFICATE OF CONVERSION

1. Before conversion:

Company Name: Lab Safety Supply, Inc.
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Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of <u>Wisconsin</u> (state or country *)
	<input checked="" type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.)	
	<input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.)	
	<input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	

2. Does the converting entity have a fee simple ownership interest in any Wisconsin real estate?

Yes No

If yes, the entity is required to file a report with the Wisconsin Department of Revenue under section 73.14 of the Wisconsin Statutes. (See instructions.)

* If a foreign (out-of-state) business entity is converting to a Wisconsin business entity, attach a certificate of status or document of similar import authenticated by the Secretary of State or other appropriate official in the jurisdiction where the foreign business entity is organized, to include the name of the business entity and its date of incorporation or formation.

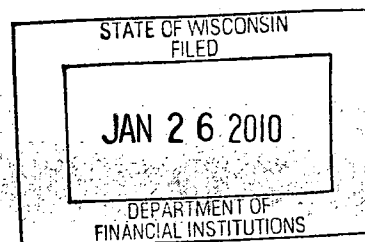
3. After conversion:

Company Name: GHC Specialty Brands, LLC
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Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of <u>Wisconsin</u> (state or country)
	<input type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.)	
	<input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.)	
	<input checked="" type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	

FILING FEE - \$150.00 Use of this form is mandatory.

DFI/CORP/1000(R06/06)



4. A Plan of Conversion containing all the following parts is **attached** as Exhibit A. (**NOTE:** A template for Plan of Conversion is included in this form. Use of the template is **optional**.)

- A. The name, form of business entity, and identity of the jurisdiction governing the business entity that is to be converted.
- B. The name, form of business entity, and identity of the jurisdiction that will govern the business entity after conversion.
- C. The terms and conditions of the conversion.
- D. The manner and basis of converting the shares or other ownership interests of the business entity that is being converted into shares or other ownership interests of the new form of business entity.
- E. The effective date and time of conversion, if the conversion is to be effective other than at the time of filing the certificate of conversion as provided under sec. 179.11(2), 180.0123, 181.0123 or 183.0111, whichever governs the business entity prior to conversion.
- F. A copy of the articles of incorporation, articles of organization, certificate of limited partnership, or other similar governing document of the business entity after conversion as Exhibit B. (**NOTE:** Templates for certificate of limited partnership, articles of incorporation, and articles of organization are included in this form. Use of the templates is **optional**.)
- G. Other provisions relating to the conversion, as determined by the business entity.

5. The Plan of Conversion was approved in accordance with the applicable law of the jurisdiction that governs the organization of the business entity.

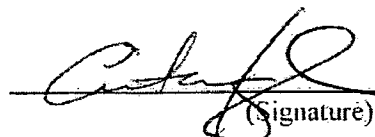
6. Registered Agent (Agent for Service of Process) and Registered Office (Agent's business office) of the business entity **PRIOR TO CONVERSION:**

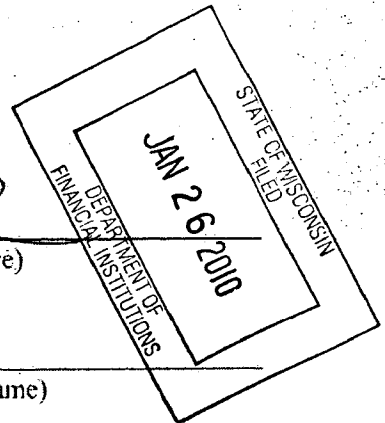
Registered Agent (Agent for Service of Process): CT Corporation System	Registered Office: 8040 Excelsior Drive, Suite 200 Madison, WI 53717
Additional Entry for a Limited Partnership only →	Record Office:

7. Registered Agent (Agent for Service of Process) and Registered Office (Agent's business office) of the business entity **AFTER CONVERSION:**

Registered Agent (Agent for Service of Process): CT Corporation System	Registered Office in WI (Street & Number, City, State (WI) and ZIP code): 8040 Excelsior Drive, Suite 200 Madison, WI 53717
Additional Entry for a Limited Partnership only →	Record Office:

8. Executed on JANUARY 25 2010 (date) by the business entity PRIOR TO ITS CONVERSION.


(Signature)



Mark (X) below the title of the person executing the document.

Cristen L. Kogl
(Printed Name)

For a **limited partnership**
Title: General Partner

For a **corporation**
Title: President OR Secretary
or other officer title

For a **limited liability company**
Title: Member OR Manager

INSTRUCTIONS (Ref. Sec. 179.76(3) & (5), 180.1161(3) & (5), 181.1161(3) & (5) and 183.1207(3) & (5), Wis. Stats. for document content)

<p>Submit one original and one exact copy along with the required filing fee of \$150.00 to the address listed below. Make checks payable to the "Department of Financial Institutions". Filing fee is non-refundable. Sign the document manually or otherwise allowed under sec. 179.14 (1g)(c), 180.0103 (16), 181.0103 (23) or 183.0107 (1g)(c), Wis. Stats.</p>		
<p>Mailing Address: Department of Financial Institutions Division of Corporate & Consumer Services P O Box 7846 Madison WI 53707-7846</p>	<p>Physical Address for Express Mail: Department of Financial Institutions Division of Corporate & Consumer Services 345 W. Washington Ave - 3rd Fl. Madison WI 53703</p>	<p>Phone: 608-261-7577 FAX: 608-267-6813 TTY: 608-266-8818</p>

NOTICE: This form may be used to accomplish a filing required or permitted by statute to be made with the department. Information requested may be used for secondary purposes. This document can be made available in alternate formats upon request to qualifying individuals with disabilities.

1. Enter the company name, type of business entity, and state of organization of business entity **prior to conversion**. Definitions of foreign entity types are set forth in ss. 179.01(4), 180.0103(9), 181.0103(13) and 183.0102(8), Wis. Stats.

If a foreign (out-of-state) business entity is converting to a Wisconsin business entity, attach a certificate of status or document of similar import authenticated by the Secretary of State or other appropriate official in the jurisdiction where the foreign business entity is organized, to include the name of the business entity and its **date of incorporation** or formation.

2. Select yes or no to indicate whether the converting entity has a fee simple ownership interest in any Wisconsin real estate. See sec. 73.14 and 77.25, Wis. Stats., or contact the Wisconsin Department of Revenue at (608)266-1594 for questions regarding fee simple ownership interest and the filing requirements with that department.

3. Enter the company name, type of business entity, and state of organization of business entity **after conversion**.

Sec. 179.76(3) & (5),
180.1161(3) & (5),
181.1161(3) & (5) and
183.1207(3) & (5),
Wis. Stats.

(T E M P L A T E)

State of Wisconsin
DEPARTMENT OF FINANCIAL INSTITUTIONS
Division of Corporate & Consumer Services



EXHIBIT A

PLAN OF CONVERSION

1. Before conversion:

Company Name: Lab Safety Supply, Inc.
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Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.) <input checked="" type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.) <input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.) <input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	Organized under the laws of <u>Wisconsin</u> (state or country)
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2. After conversion:

Company Name: GHC Specialty Brands, LLC
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Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.) <input type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.) <input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.) <input checked="" type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	Organized under the laws of <u>Wisconsin</u> (state or country)
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3. The terms and conditions of the conversion.

Lab Safety Supply, Inc., a Wisconsin corporation, shall be converted into GHC Specialty Brands, LLC, a Wisconsin limited liability company, in accordance with the statutory procedures set forth in the Wisconsin statutes.
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4. The manner and basis of converting the shares or other ownership interests of the business entity that is to be converted into shares or other ownership interests of the new form of business entity.

W.W. Grainger, Inc. owns all of the outstanding shares of Lab Safety Supply, Inc. On the effective date and time of the conversion, all outstanding shares of Lab Safety Supply, Inc. will be cancelled and converted into ownership interests in GHC Specialty Brands, LLC. No additional ownership interests in GHC Specialty Brands, LLC will be issued in connection with the conversion.

5. Other provisions relating to the conversion, as determined by the business entity.

Following its conversion into GHC Specialty Brands, LLC, the business operations of Lab Safety Supply, Inc. will continue substantially as they did prior to the conversion unaffected and unimpaired by the conversion.

6. (OPTIONAL) Effective Date and Time of Conversion

The effective date and time of conversion shall be 02/01/2010 (date) at 12:01 a.m. (CT) (time).

(An effective date declared under this article may not be earlier than the date the document is delivered to the department for filing, nor more than 90 days after its delivery. If no effective date and time is declared, the effective date and time will be determined by sec. 179.11(2), 180.0123, 181.0123 or 183.0111, whichever section governs the business entity prior to conversion.)

7. The articles of incorporation, articles of organization, certificate of limited partnership, or other similar governing document of the business entity after conversion is attached as Exhibit B.

(NOTE: Templates for certificate of limited partnership, articles of incorporation, and articles of organization are included in this form. Use of the templates is optional)

(Attach the appropriate governing document after conversion as Exhibit B)

EXHIBIT B

**ARTICLES OF ORGANIZATION
LIMITED LIABILITY COMPANY**

Executed by the undersigned for the purpose of forming a Wisconsin limited liability company under Ch. 183 of the Wisconsin Statutes:

Article 1. Name of the limited liability corporation: GHC Specialty Brands, LLC

Article 2. The limited liability company is organized under Ch. 183 of the Wisconsin Statutes.

Article 3. Name of the initial registered agent: CT Corporation System

Article 4. Street address of the initial registered office: 8040 Excelsior Drive, Suite 200
Madison, WI 53717

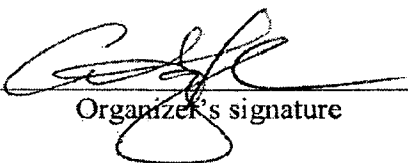
Article 5. Management of the limited liability company shall be vested in a member.

Article 6. Name and complete address of each organizer:

Cristen L. Kogl
100 Grainger Parkway
Lake Forest, IL 60045

Article 7. Other provisions: NONE

This document has a delayed effective date of February 1, 2010.


Organizer's signature

This document has not been executed in Wisconsin.

Articles of Organization – Limited Liability Corporation

The acknowledgement copy of the filed document can be sent to:

Cristen L. Kogl
100 Grainger Parkway
Lake Forest, Illinois 60045

Phone number during the day: (847) 535-1000.

TRADEMARK

REEL: 004176 FRAME: 0678

Fee simple ownership interest Yes No (for DFI use only)

CERTIFICATE OF CONVERSION

┌
Cristen L. Kogl
100 Grainger Parkway
Lake Forest, IL 60045
└

┌
▲ Enter your return address within the bracket above.
└

Phone number during the day: (847) 535 - 1000

INSTRUCTIONS (Cont'd)

4. Attach the Plan of Conversion as Exhibit A. If the Plan of Conversion declares a specific effective time or delayed effective time and date, such date may not be prior to the date the document is delivered to the department for filing, nor more than 90 days after delivery. The drafter may use the template Plan of Conversion provided in this form or may prepare the Plan by other means. Use of the template is **optional**.
5. This article states that the Plan of Conversion was approved in accordance with the applicable law of the jurisdiction that governs the organization of the business entity prior to conversion.
6. Provide the name of the business entity's registered agent and the address of its registered office **prior** to conversion. If the business entity is a domestic limited partnership, also provide the address of its record office.
7. Provide the name of the business entity's registered agent and the address of its registered office **after** conversion. If the business entity after conversion will be a domestic limited partnership, also provide the address of its record office. NOTE: The address of the registered office must describe its physical location, i.e., street name and number, city (in Wisconsin) and ZIP code. P O Box addresses may be included as part of the address (if located in the same community), but are not sufficient alone. Compare the information supplied in Article 6 to see that it agrees with the information set forth in the articles of incorporation or similar governing document attached as Exhibit B.
8. Enter the date of execution and the name and title of the person signing the document. The person executing the document will do so in their capacity as an officer, member, etc., of the business entity prior to its conversion. For example, an officer of the corporation would sign a Certificate of Conversion converting a corporation to a limited liability company.