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FORM PTO-1594
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U.S. Patent & TMOfo/TM Mail Rcpt Dt. #61

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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

1. Name of conveying party(ies):

Basic Needs, Inc.

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

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

3. Nature of conveyance:

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

Execution Date: June 14, 1999

2. Name and address of receiving party(ies):

Name: Safco Products Co.
 Internal Address: _____
 Street Address: 5600 North Highway 169
 City: Minneapolis State: MN ZIP: 55428

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached?
 Yes No

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

- A. Trademark Registration No.(s)
2,083,854
1,727,169

Additional numbers attached? Yes No

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

Name: Amy Bromberg Funk
 Internal Address: 4800 IDS Center
80 South Eighth Street
Minneapolis, Minnesota 55402-2100
 Street Address: 4800 IDS Center
80 South Eighth Street
 City: Minneapolis State: MN 55402-2100

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: 16-0631
(Attached duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

07/21/1999 MTHA11 00000242 2083854

01 FC:481 40.00 OP
 02 FC:482 25.00 OP

TRADEMARK
REEL: 001931 FRAME: 0935

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.

Amy Bromberg Funk
Name of Person Signing

Amy B. Funk
Signature

6/22/99
Date

Total number of pages comprising cover sheet: 02

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

**Assistant Commissioner for Trademarks
2900 Crystal Drive
Arlington, Virginia 22202-3513**

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-0011), Washington, D.C. 20503

TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT, dated as of June 17, 1999, from Basic Needs, Inc. with an address at 118 State Place, Escondido, CA 92029 ("Assignor") in favor of Safco Products Co., a Minnesota corporation with an address at 5600 North Highway 169, Minneapolis, Minnesota 55428 ("Assignee"),

WHEREAS, Assignor has adopted, owns and is using the trademarks identified in Schedule 1 attached hereto (collectively, the "Marks");

WHEREAS, pursuant to an Asset Purchase Agreement dated as of June 17, 1999, among Assignor, Assignee, Katherine Wilcox and Michael Nicosia (the "Purchase Agreement") Assignee has acquired all right, title and interest in and to the Marks, all registrations thereof, applications therefor and rights associated therewith; and

WHEREAS, the Marks are being assigned from Assignor to Assignee as part of the business described in the Purchase Agreement, a portion of which includes the business indicated and symbolized by the Marks.

NOW, THEREFORE, for and in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged,

1. Assignor does hereby assign and transfer to Assignee all of its right, title and interest in and to the Marks, all registrations thereof, applications therefor and rights associated therewith, together with the goodwill of the business indicated and symbolized by the Marks, along with the right to recover damages and profits for past infringements thereof.

2. Assignor further covenants and agrees with Assignee, its successors and assigns, that no assignment, grant, mortgage, license or other agreement affecting the rights and property herein conveyed has been made to others by Assignor and that full right to convey the same as herein expressed is possessed by Assignor.

3. Assignor hereby grants the firm of Patterson & Keogh, P.A., Minneapolis, Minnesota, the power to insert on this assignment any further identification which may be necessary or desirable in order to comply with the rules of the United States Patent and Trademark Office for recordation of this document.

IN WITNESS WHEREOF, Assignor has, by its duly authorized representative, executed this Trademark Assignment as of the date set forth above.

BASIC NEEDS, INC.

By: KC Wilcox
Its: President

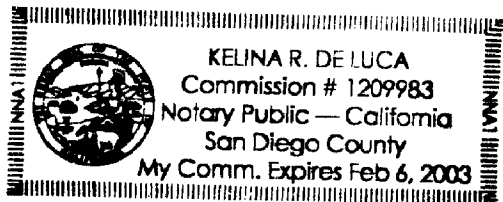
State of California
County of San Diego

On June 14, 1999, before me, a Notary Public, appeared KC Wilcox personally known to me to be the president of Basic Needs, Inc. and acknowledged to me that ~~he~~/she executed the same in ~~his~~/her authorized capacity, and that by ~~his~~/her signature on the instrument, Basic Needs, Inc., upon behalf of which ~~he~~/she acted, executed this instrument.

SUBSCRIBED AND SWORN TO BEFORE ME

WITNESS my hand and official seal

Signature of Notary: Kelina R DeLuca



SCHEDULE 1 TO TRADEMARK ASSIGNMENT

<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>	<u>Jurisdiction</u>
REMEDEASE	2,083,854	7/29/97	U.S.
Utility Pac	1,727,169		U.S.