

01-31-2000

EET



To the Honorable Commission
thereof.

ie attached original documents or copies

101254258

1. Name of conveying party(ies):
KOH-I-NOOR, INC.

- Individuals
- General Partnership
- Corporation-New Jersey
- Other

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

2. Name and address of receiving party(ies):
SANFORD, L.P.

Address:
2711 Washington Blvd
Bellwood, Illinois 60104

- Individual(s) citizenship: _____
- Association: _____
- General Partnership: _____
- Limited Partnership: Illinois
- Corporation-State: _____
- 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

3. Nature of Conveyance:

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

Execution Date: December 31, 1998

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)

See Schedule "A"

See Schedule "A"

Additional numbers attached? Yes No

5. Mail correspondence to:

Richard M LaBarge
MARSHALL, O'TOOLE, GERSTEIN,
MURRAY & BORUN
6300 Sears Tower -- 233 South Wacker Drive
Chicago, Illinois 60606
(312) 474-6300

6. Total number of applications and registrations involved: 134

7. Attached is a check in the amount of \$3365.00 the total fee due pursuant to 37 C.F.R. §3.41.

8. Commissioner is hereby authorized to charge any deficiency in the amount enclosed or any additional fees which may be required under 37 C.F.R. §3.41, or credit any overpayment, to Deposit Account No. 13-2855. A copy of this Recordation Form Cover Sheet is enclosed.

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.

JAMES P. ZELLA
Name of Person Signing

[Signature]
Signature

12/15/99
Date

01/28/2000 DNGUYEN 00000314 828744

01 FC:481
02 FC:482

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Total number of pages comprising cover sheet: 9

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SCHEDULE A**TRADEMARKS****U.S. Trademarks**

Trademark	Country	Reg. No./App. No.	Date Reg./App.
(design)	U.S.	828,744	5/16/67
1890 LEAFING PAINT	U.S.	1,306,664	11/27/84
ACADEMY	U.S.	1,293,655	9/11/84
ACCENT	U.S.	2,053,731	4/22/97
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ACCENT	U.S.	798,037	10/26/65
ACCENT (design: house and wreath)	U.S.	1,930,908	10/31/95
ACCENT GOLDEN ELITE	U.S.	2,108,414	10/28/97
ACRYLIC GOLD	U.S.	75/419,176	1/16/98
AERO	U.S.	1,311,810	1/1/85
ARTCRAFT	U.S.	196,214	3/10/25
ARTIST COLOR	U.S.	1,587,727	3/20/90
ART PEN	U.S.	1,498,603	8/2/88
ARTPENCIL	U.S.	1,625,442	11/27/90
BASIC BLACK SKETCH BOOK	U.S.	1,455,249	9/1/87
BEAUX ARTS	U.S.	1,057,020	1/25/77
CAMOX (stylized)	U.S.	196,212	3/10/25
CARDCRAFT	U.S.	158,692	9/12/22
CHANNEL ONE (and design)	U.S.	1,223,195	1/11/83
CLEARBLEND	U.S.	2,078,652	7/15/97
CONTROL PLUS	U.S.	1,233,536	4/5/83
COOKBOOK PAINTING	U.S.	1,743,914	12/29/92
DEGAS	U.S.	924,248	11/23/71
DELPEL	U.S.	1,501,304	8/23/88

Trademark	Country	Reg. No./App. No.	Date Reg./App.
DOUBLE-ENDER	U.S.	733,790	7/3/62
DPP	U.S.	1,408,476	9/9/86
DRY DOUBLE SEAL	U.S.	1,262,953	1/3/84
DUETTE	U.S.	894,621	7/14/90
EASYPLOT	U.S.	1,764,445	4/13/93
EASYPLOT PLUS	U.S.	1,936,163	11/14/95
EDGAR DEGAS (brushes)	U.S.	629,505	6/26/56
EDGAR DEGAS	U.S.	630,747	7/17/56
ERMINETTE	U.S.	1,068,512	6/28/77
FINEST	U.S.	1,884,477	3/21/95
FINOGRAPH	U.S.	1,394,043	5/20/86
FRANZ HALS	U.S.	802,215	1/18/66
FUNDAMENTALS	U.S.	2,081,642	7/22/97
G (and design)	U.S.	1,233,195	4/5/83
GAINSBOROUGH	U.S.	513,358	8/9/49
GAINSBOROUGH	U.S.	158,693	9/12/22
GAINSBOROUGH	U.S.	514,432	8/30/49
GAINSBOROUGH	U.S.	243,871	7/3/28
GAMMA	U.S.	1,250,109	9/6/83
GOLDEN EDGE	U.S.	1,457,405	9/15/87
GOLDEN PALETTE	U.S.	1,250,110	9/6/83
GOLDEN PALETTE	U.S.	692,697	2/9/60
GRUMBACHER (and design)	U.S.	1,180,099	12/1/81
GRUMBACHER	U.S.	1,329,158	4/9/85
GRUMBACHER ANGEL HAIR BRUSH	U.S.	75/467,792	4/18/98
GRUMBACHER ARTIST PEN	U.S.	2,086,880	8/12/97
GRUMBACHER QUICKSKETCH PEN	U.S.	75/467,793	4/18/98

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HYGEL	U.S.	936,458	6/27/72
HYPLAR	U.S.	833,675	8/15/67
HYPLAR	U.S.	762,191	12/31/63
HYPLAR	U.S.	918,950	8/24/71
HYSLO	U.S.	936,459	6/27/72
JAZZ	U.S.	2,049,550	4/1/97
KAZANOX (stylized)	U.S.	196,208	3/10/25
KEEPSAKE	U.S.	1,477,616	2/23/88
KOH-I-BALL	U.S.	664,735	7/22/58
KOH-I-LAR	U.S.	710,273	1/24/61
KOH-I-NOOR (emblem)	U.S.	405,163	1/11/44
KOH-I-NOOR	U.S.	93,442	9/16/13
KOH-I-NOOR	U.S.	405,204	1/11/44
KOH-I-NOOR ARTPEN	U.S.	1,127,879	12/18/79
KOH-I-NOOR EDUCATOR	U.S.	1,146,116	1/20/81
KOH-I-NOOR RAPIDOGRAPH (design)	U.S.	1,202,002	7/20/82
KWIK-FLIP (and design)	U.S.	1,110,005	12/26/78
LA MER	U.S.	1,207,220	9/7/82
MAGIC ELITE	U.S.	75/463,121	4/6/98
MAX GRUMBACHER (stylized)	U.S.	1,822,180	2/22/94
MAX2 (stylized)	U.S.	2,195,843	10/13/98
MAXIMA (stylized)	U.S.	1,284,309	7/3/84
MENTOR	U.S.	802,216	1/18/66
MEPHISTO	U.S.	406,063	3/7/44
MG	U.S.	669,783	11/18/58
MICHELANGELO	U.S.	802,218	1/18/66

Trademark	Country	Reg. No./App. No.	Date Reg./App.
MULTI-TEXTURE	U.S.	2,082,624	7/22/97
OFFICIAL MEMORY (and design)	U.S.	75/419,177	1/16/98
OUTLINE	U.S.	405,161	1/11/44
PAINTING WITH BRENDA HARRIS	U.S.	2,078,653	7/15/97
PENTALIC	U.S.	1,474,119	1/26/88
PENTALIC WOODLESS PENCILS	U.S.	1,568,263	11/28/89
PLYEX	U.S.	924,809	11/30/71
POLYMAX	U.S.	1,430,236	2/24/87
PRE-TESTED	U.S.	1,184,354	1/5/82
PRE-TESTED	U.S.	520,985	2/14/50
PRESTIGE	U.S.	1,785,499	8/3/93
PROJECTO-COLOR	U.S.	814,022	8/30/66
QUIK-BRUSH	U.S.	75/294,730	5/19/97
RAPIDO-EZE	U.S.	813,625	8/23/66
RAPIDO-GUIDE	U.S.	665,993	8/19/58
RAPIDO-JET	U.S.	2,080,870	7/22/97
RAPIDOGRAPH	U.S.	692,271	2/2/60
RAPIDOGRAPH	U.S.	613,177	9/27/55
RAPIDOLINER	U.S.	1,612,025	9/4/90
RAPIDOMAT	U.S.	853,666	7/30/68
RAPIDOMAT	U.S.	996,758	10/29/74
RAPIDOMATIC	U.S.	1,220,863	12/21/82
RAPIDOMETRIC	U.S.	1,030,057	1/13/76
RAPIDOPLOT (stylized)	U.S.	1,491,100	6/7/88
RAPIDDRAW	U.S.	948,796	12/19/72
(Red color band design)	U.S.	1,641,224	4/16/91
RENOIR	U.S.	1,221,604	12/28/82

Trademark	Country	Reg. No./App. No.	Date Reg./App.
ROTRING & RED COLOR (design)	U.S.	1,536,336	4/25/89
ROTRING (and design)	U.S.	1,016,843	7/29/75
ROTRING ARTIST COLOR	U.S.	1,473,762	1/26/88
ROTRING RAPIDOLINER	U.S.	1,588,835	3/27/90
ROYAL METALLICS	U.S.	75/474,063	4/24/98
RUBENS	U.S.	127,529	11/11/19
SABLE ESSENCE	U.S.	1,478,653	3/1/88
SCHOOLCRAFT	U.S.	75/566,238	10/5/98
SEE FOR YOURSELF (design)	U.S.	1,332,051	4/23/85
SEE FOR YOURSELF	U.S.	1,330,866	4/16/85
SLOWBLEND	U.S.	2,086,990	8/12/97
SYMPHONIC (stylized)	U.S.	272,789	7/15/30
SYMPHONIC (stylized)	U.S.	510,105	5/24/49
TECHNIGRAPH	U.S.	724,228	11/21/61
TECHNOGRAPH	U.S.	733,792	7/3/62
TECHNOS	U.S.	874,976	8/19/69
THALO (stylized)	U.S.	508,554	4/12/49
THE RENOIR	U.S.	1,150,383	4/7/81
TUFFILM	U.S.	684,797	9/8/59
TUFFILM	U.S.	1,177,711	11/17/81
ULTRADRAW	U.S.	1,459,212	9/29/87
VELASQUEZ	U.S.	801,312	1/4/66
VISUPOINT	U.S.	75/453,867	3/20/98
WESTPORT	U.S.	1,479,564	3/8/88
WHITEBLEND	U.S.	2,078,651	7/15/97
WORKING WHITE	U.S.	75/362,270	9/2/97
XONOX	U.S.	75/012,131	10/30/95
ZEC	U.S.	667,304	9/23/58

ASSIGNMENT OF INTELLECTUAL PROPERTY ASSETS

This Assignment of Intellectual Property Assets ("Assignment") is by and between Koh-I-Noor Inc., a New Jersey corporation ("Assignor"), and Sanford, L.P., an Illinois limited partnership ("Assignee").

WHEREAS, Assignor has acquired an interest in various intellectual property assets in the course of its business and desires to transfer such assets to Assignee, and Assignee desires to acquire those assets; and

WHEREAS, Assignor is the owner of all right, title and interest in and to the foreign and United States federal trademark and service mark registrations and applications therefor (collectively, the "Marks") listed in Schedule A; and

WHEREAS, the Assignor owns all right, title and interest in and to the foreign and United States patents and utility models and applications therefor listed in Schedule B hereto, and all reissues, divisions, continuations, continuations-in-parts, extensions, and reexaminations thereof or thereon (hereinafter, collectively, the "Patents"); and

WHEREAS, Assignee is desirous of acquiring all of Assignor's right, title and interest in and to all Marks and Patents (together, the "ASSETS"), and Assignor agrees to cause the same to be assigned; and

NOW, THEREFORE, in consideration of the sum of ten dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by the Assignor to have been received in full:

1. The Assignor does hereby sell, convey, assign and transfer to the Assignee the entire right, title and interest in, to and under all ASSETS, together with the goodwill of the business symbolized by such ASSETS, together with all rights and privileges granted and secured thereby, including the full right to sue for past, present or future infringement of such ASSETS, these rights to be held and enjoyed by the Assignee as fully and entirely as the same would have been held and enjoyed by said Assignor if this Assignment and sale had not been made.

2. The Assignor hereby covenants and agrees that it will cooperate with the Assignee to enable the Assignee to enjoy, to the fullest extent, the right, title and interest herein conveyed.

3. The terms and covenants of this Assignment shall inure to the benefit of the Assignee, its successors and assigns and other legal representatives, and shall be binding upon the Assignor, its respective heirs, legal representatives and assigns.

4. The Assignor hereby requests that the appropriate patent, trademark or other government offices record this Assignment and issue a new certificate of registration in the Assignee's name.

IN TESTIMONY WHEREOF, Assignor has executed this Assignment this 31 day of December, 1990.

KOH-I-NOOR INC.

By: Robert A. Jones
Its: President

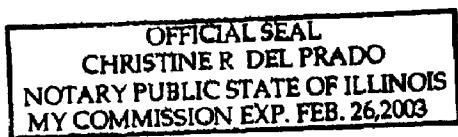
STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this 31 day of December 1998, before me appeared Robert Jones, who, being by me duly sworn, did say that he is the President of Koh-I-Noor Inc., a corporation of the State of New Jersey, and personally known to me to be the same person whose name is subscribed to the foregoing ASSIGNMENT OF INTELLECTUAL PROPERTY ASSETS ("Assignment"), and acknowledged to me that he signed and delivered the foregoing Assignment on behalf of and pursuant to authority from such corporation and that the foregoing Assignment was a free and voluntary act and deed.

Christine R. delPrado

Notary Public

My commission expires: 2-26-03



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ULTRADRAW	U.S.	1,459,212	9/29/87
VELASQUEZ	U.S.	801,312	1/4/66
VISUPOINT	U.S.	75/453,867	3/20/98
WESTPORT	U.S.	1,479,564	3/8/88
WHITEBLEND	U.S.	2,078,651	7/15/97
WORKING WHITE	U.S.	75/362,270	9/2/97
XONOX	U.S.	75/012,131	10/30/95
ZEC	U.S.	667,304	9/23/58

Foreign Trademarks

Trademark	Country	Reg. No./App. No.	Date Reg./App.
GRUMBACHER	Argentina	1,762,383	
ACADEMY	Austria	151,363	2/22/94
GAINSBOROUGH	Austria	151,362	2/22/94
MAX GRUMBACHER	Austria	151,498	3/4/94
ACADEMY	Benelux	545,477	2/9/94
GAINSBOROUGH	Benelux	548,669	2/9/94
MAX GRUMBACHER	Benelux	547,960	2/9/94
PRE-TESTED	Benelux	550,357	2/9/94
GRUMBACHER	Brazil	816,202,168	11/5/96
EASYPLOT	Canada	433,940	9/30/94
GIVE THE GIFT OF ART	Canada	350,976	2/10/89
KEEPSAKE	Canada	353,774	3/23/89
KOH-I-NOOR (and design)	Canada	263,369	6/22/71
KOH-I-NOOR	Canada	011,005	6/22/06
KOH-I-NOOR	Canada	NFLD3110	5/31/48
LEONARDO DA VINCI (and design)	Canada	103,188	4/27/56
MAX GRUMBACHER	Canada	TMA442,066	4/21/95
MAXIMA	Canada	301,194	3/29/85
PENTALIC	Canada	337,482	2/26/88
PRE-TESTED	Canada	290,428	4/27/84
RAPIDOMAT	Canada	184,550	7/21/72
RAPIDOPLOT	Canada	382,717	4/5/91
SABLE ESSENCE	Canada	351,313	2/10/89
SEE FOR YOURSELF	Canada	311,030	1/31/86
WESTPORT	Canada	349,710	1/6/89
KOH-I-NOOR	Colombia	117,064	8/24/87

Trademark	Country	Reg. No./App. No.	Date Reg./App.
KOH-I-NOOR	Costa Rica	5,559	1/3/46
KOH-I-NOOR	Curacao	1,731	4/23/46
KOH-I-NOOR	Dom. Rep.	5,510	12/16/45
KOH-I-NOOR	El Salvador	13,479	4/30/46
ACADEMY	Germany	151,383	2/22/94
GAINSBOROUGH	Germany	2,904,948	4/28/95
MAX GRUMBACHER	Germany	2,904,947	4/28/95
ACADEMY	Italy	692,471	11/19/96
GAINSBOROUGH	Italy	692,470	11/19/96
MAX GRUMBACHER	Italy	692,472	11/19/96
PRE-TESTED	Italy	692,469	11/19/96
ACADEMY	Japan	3,245,566	1/31/97
GAINSBOROUGH	Japan	5-131,912	12/29/93
MAX GRUMBACHER	Japan	3,245,565	1/31/97
KOH-I-NOOR	Mexico	404,886	11/15/28
RAPIDOPLOT	Mexico	392,869	4/5/91
KOH-I-NOOR	Philippines	28,483	10/3/80
ACADEMY	Portugal	297,652	4/3/95
MAX GRUMBACHER	Portugal	297,651	4/4/95
GAINSBOROUGH (stylized)	Spain	1,795,851	12/23/93
MAX GRUMBACHER	Spain	1,795,848	10/5/94
PRE-TESTED	Spain	1,795,850	12/23/93
INKOGRAPH	Switz.	337,931	2/23/65
KOH-I-NOOR	Trinidad	21/1946	2/14/46
ACADEMY (paints, lacquers)	U.K.	1,557,334	12/23/93
MAX GRUMBACHER	U.K.	1,557,332	12/23/93
PRE-TESTED	U.K.	1,557,343	12/23/93
KOH-I-NOOR	Venezuela	4635-91	

SCHEDULE B**PATENTS**

Patents	Country	Reg. No./App. No.	Date Reg./App.
Modular Display Unit for Booklets and the Like	U.S.	D292,659	11/10/87
Water Reducible Artists' Oil Paints Compositions	U.S.	5,312,482	5/17/94
Water Reducible Artists' Oil Paints Compositions	U.S.	5,421,875	6/6/95
Vertically Mounted Brush Holder	U.S.	D338,916	8/31/93
Process and Apparatus for Producing Bunches of Artificial or Natural Brush Material	U.S.	4,944,561	7/31/90
Tubular Pen	U.S.	D369,830	5/14/96
Fountain Pen for Artists and Calligraphers or the Like	U.S.	D284,582	7/8/86
Method and Apparatus for Refilling Inkjet Unit Printer Cartridges	U.S.	5,734,400	3/31/98
Method of Cutting Patterns in Web Material	U.S.	4,419,913	12/13/83
Plastic Filler Insert for a Writing Fluid Converter	U.S.	5,494,082	2/27/96
Plastic Writing Pen (linograph)	U.S.	D286,164	10/14/86
Portable Alphanumeric and Symbol Drafting Device	U.S.	4,346,445	8/24/82
Stand for Writing Devices	U.S.	4,374,565	2/22/83
Tubular Writing Pen with Superposed Pressure Equalization Chambers	U.S.	4,930,921	6/5/90
Writing Apparatus	U.S.	4,356,632	11/2/82
Writing Instrument with Press Mechanism and Magnetic Catch	U.S.	4,729,685	3/8/88
Writing Instrument with Sealing Cap	U.S.	4,558,966	12/17/85
Writing Pen (variograph)	U.S.	D287,603	1/6/87

Patents	Country	Reg. No./App. No.	Date Reg./App.
Illuminated Digitized Cursor	U.S.	5,021,933	6/4/91
Device for Filling a Converter	U.S.	5,406,991	4/18/95
Fountain Pen	U.S.	D339,606	9/21/93
Felt Tip Writing Pen	U.S.	4,382,707	5/10/83
Pressure balanced stylographic pen	U.S.	4,753,546	6/28/88
Technical Pen Holder	U.S.	4,548,325	10/22/85
Writing Instrument with Separable Compensating Means	U.S.	4,549,828	10/29/85
Thermosetting Dyed Latex Colorant Dispersions	Korea	45,073	10/14/91
Thermosetting Dyed Latex Colorant Dispersions	Taiwan	NI-35,231	7/11/88
Pigment Encapsulated Latex Aqueous Colorant Dispersions	Japan	52-59916	3/13/87
Device for exchanging objects in particular writing instruments	U.S.	4,489,333	12/18/84