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MRP S-30-00

Tab settings

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

1. Name of conveying party(ies):

Sanford, L.P.

05-30-2000

U.S. Patent & TMOrc/TM Mail Rcpt Dt. #11

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

Additional names(s) of conveying party(ies) Yes No

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

Name: C2F, Inc.

Internal Address:

Street Address: 6600 SW 111th Ave

City: Beaverton State: OR ZIP: 97008

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

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

3. Nature of conveyance:

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

Execution Date: May 20, 2000

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

A. Trademark Application No. (s)

B. Trademark Registration No.(s)

1,474,119
1,568,263

Additional numbers Yes No

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

Name: Leonard D. DuBoff

Internal Address: DuBoff Dorband Cushing & King,

Street Address: 6665 SW Hampton Street, Suite 201

City: Portland State: OR ZIP: 97223

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:

DO NOT USE THIS SPACE

07/14/2000 NTHAI1 00000022 1474119

01 FC:401 40.00 OP
02 FC:402 25.00 OP

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.

Leonard D. DuBoff

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and

2

Trademark Assignment

This Trademark Assignment is made as of May 20, 2000 by Sanford, L.P., an Illinois limited partnership having its principal office at 2711 Washington Blvd., Bellwood, Illinois 60104 ("Sanford") to C2F, Inc., an Oregon corporation having its principal office at 6600 SW 111th Ave., Beaverton, Oregon 97008 ("C2F").

WHEREAS, Sanford, as successor in interest to M. Grumbacher, Inc. ("Grumbacher"), has adopted and used the trademarks PENTALIC and PENTALIC WOODLESS PENCILS (the "Marks") in connection with its business of manufacturing and selling drawing materials;

WHEREAS, Sanford, as successor in interest to Grumbacher, has registrations for the Marks in the United States Patent and Trademark Office, U.S. Reg. Nos. 1,474,119 and 1,568,263, a registration for the mark PENTALIC in the Canadian Trademark Office, Can. Reg. No. TMA337,482, and an expired registration for the mark PENTALIC in the United Kingdom Trademark Office, U.K. Reg. No. 1,311,569 (collectively, the "Registrations"); and

WHEREAS, C2F desires to acquire the entire interest of Sanford in the Marks and the Registrations and any goodwill of Sanford's and Grumbacher's business symbolized thereby and associated therewith;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Sanford assigns to C2F: all right, title and interest in and to the Marks, together with any goodwill of the business symbolized by the Marks; any rights that arise from the Registrations; and all causes of action, past and future, for infringement of the Marks or other violations of the rights assigned hereunder. Sanford represents and warrants to C2F that it has not made any other assignment or pledge of the Marks, any rights therein or the Registrations.

SANFORD, L.P.
By: Newell Operating Company,
its General Partner

By: *Richard Wolff*
Richard Wolff

Its: Secretary

STATE OF)
) SS:
COUNTY OF)

On this ___ day of May, 2000, before me personally appeared Richard Wolff, who acknowledged himself to be the Secretary of Newell Operating Company, General Partner of Sanford, L.P., and that he, being authorized to do so, executed this instrument on behalf of such limited partnership.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

(Affix stamp)

Donna J. Yeager
Notary Public

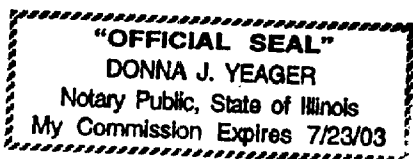


Exhibit A

RECORDED: 05/30/2000

TRADEMARK
REEL: 002099 FRAME: 0823