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U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office



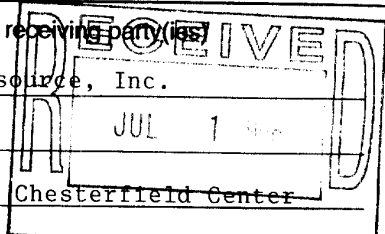
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To the Honorable Commissioner of Patents and Trademarks

Send original documents or copy thereof.

REC'D 7-1-98



1. Name of conveying party(ies):

Allen & Company, Inc.

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

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

2. Name and address of receiving party(ies)

Name: Sales Resource, Inc.

Internal Address:

Street Address: 333 Chesterfield Center

City: Chesterfield State: MO ZIP: 63017

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)

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

3. Nature of conveyance:

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

Execution Date: June 15, 1998

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,673,443

Additional numbers attached? Yes No

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

Name: Jeffrey L. Michelman, Esq.

Internal Address:

Blumenfeld, Kaplan & Sandweiss, P.C.

Street Address:

168 North Meramec Avenue, Suite 400

City: St. Louis State: MO ZIP: 63105

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) \$ 40.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

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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.

Jeffrey L. Michelman

Name of Person Signing

Signature

June 26, 1998

Date

Total number of pages including cover sheet, attachments, and document: 2

ASSIGNMENT

WHEREAS, Allen & Company, Inc., of 406 West Pennsylvania Avenue, Towson, Maryland 21204, a corporation organized and existing under the laws of Maryland has adopted, used and is using the trademark AMERICAN VALUE in connection with bathroom tissue, paper towels (International Class 16; U.S. Class 37) and processed cheese (International Class 29; U.S. Class 46) pursuant to U.S. Patent and Trademark Office Registration Number 1,673,443, a copy of which is attached hereto as Exhibit A, (hereinafter referred to as the "Mark");

and

WHEREAS, Sales Resource, Inc. of 333 Chesterfield Center, Chesterfield, Missouri 63017, a corporation organized and existing under the laws of Missouri, is desirous of acquiring all right, title and interest in said Mark, along with the goodwill associated therewith;

NOW THEREFORE, for good and valuable consideration, the sufficiency and receipt of which is hereby acknowledged, Allen & Company, Inc. does hereby sell, assign and transfer unto Sales Resource, Inc., its successors and assigns, the entire right, title and interest in and to said Mark together with the goodwill of the business symbolized by said Mark, which sale, assignment and transfer includes any and all past and present rights and powers, statutory and common law, which have accrued or may accrue to Allen & Company, Inc. of any and all kind or nature appertaining to said Mark, the same to be held and enjoyed by Sales Resource, Inc. and for the use and benefit of its successors and assigns as fully and entirely as the same would have been held by Allen & Company, Inc. had such sale, assignment and transfer not been made.

ALLEN & COMPANY, INC.

By: Michael E. Glenn
Title: President
Date: 6/15/98

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