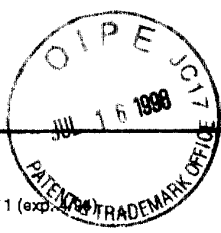


Med 7-16-98



FORM PTO-1594 (Rev. 8-93)

RE

07-22-1998

SHEET

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

OMB No. 0651-0011 (exp. 10-98)



Tab settings

To the Honorable Commissioner of F

100770251

Attached original documents or copy thereof.

1. Name of conveying party(ies):

Affiliated Paper Companies, 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: July 1, 1998

2. Name and address of receiving party(ies)

Name: Performance Food Group Company

Internal Address: N/A

Street Address: 6800 Paragon Place, Suite 500

City: Richmond State: VA ZIP: 23230

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

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

A. Trademark Application No.(s)
75 - 336371
75 - 336372

B. Trademark Registration No.(s)
1,808,278 1,808,311
1,827,912 1,823,569
1,809,865 1,805,053
1,775,037

Additional numbers attached? Yes No

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

Name: F. Mitchell Walker, Jr.

Internal Address: N/A

Street Address: Bass, Berry & Sims PLC

2700 First American Center

City: Nashville State: TN ZIP: 37238

6. Total number of applications and registrations involved:

9

7. Total fee (37 CFR 3.41).....\$ 240.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

N/A

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

07/20/1998 SSMITH 00000089 1808278

DO NOT USE THIS SPACE

01 FC-481 40.00 DP
02 FC-482 200.00 DP

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.

Anna S. Mills
Name of Person Signing

Anna S. Mills
Signature

7/16/98

Date

5

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

ASSIGNMENT OF TRADEMARKS AND SERVICE MARKS

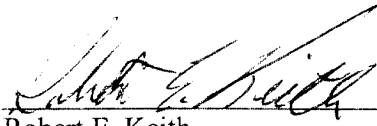
WHEREAS, Affiliated Paper Companies, Inc., an Alabama business corporation (“APC”), having its principal offices at 1806 Sixth Street, Tuscaloosa, Alabama 35402, has adopted and used in its Group and Chemicals Business certain trademarks and service marks (collectively “Marks”), attached as Schedule “1” and incorporated by this reference thereto; and,

WHEREAS, Performance Food Group Company, a Tennessee corporation (“PFGC”), is desirous of acquiring the Marks and attendant goodwill.

NOW THEREFORE, for ten dollars paid in hand by PFGC to APC, the receipt and sufficiency of which is acknowledged hereby, APC hereby assigns, transfers, gives and delivers to PFGC its entire interest in the Marks and in any registration thereof, subject to the disclosures made in that certain Asset Purchase Agreement between APC and PFGC, together with the goodwill of the business in connection with which the Marks are used.

APC shall execute such additional documents and instruments as may be reasonably required by counsel for PFGC to carry out the purpose and intent of this assignment.

AFFILIATED PAPER COMPANIES, INC.

By: 
Robert E. Keith
Its Chairman and Chief Executive Officer

TRADEMARK
REEL: 1756 FRAME: 0154

SCHEDULE "1"

	TRADEMARK	STATUS	DESCRIPTION / FILE LOCATION
1.	SOS Online	Pending Use Application Assignment of common law rights only.	Use application mailed to U.S. Patent and Trademark Office ("PTO") on April 15, 1998. PTO received application on April 20, 1998. Currently awaiting notice of filing letter from PTO for the application. (AFFILI 10017 P)
2.	SOS Online and Design	Pending Use Application Assignment of common law rights only.	Use application mailed to U.S. Patent and Trademark Office ("PTO") on April 15, 1998. PTO received application on April 20, 1998. Currently awaiting notice of filing letter from PTO for the application. (AFFILI 10017 Q)
3.	Control CD and Design	Pending Intent to Use Application Assignment of common law rights only.	Use application mailed to U.S. Patent and Trademark Office ("PTO") on April 15, 1998. PTO received application on April 20, 1998. Currently awaiting notice of filing letter from PTO for the application. (AFFILI 10017 R)
4.	Proto Care	Abandoned Assignment of common law rights only, if any.	Application was rejected by the PTO on the grounds of likelihood of confusion with prior registered mark. APC in letter to Bradley Arant on September 8, 1993, decides to give up attempt at federal registration.
5.	Affiliated Laboratories AL and Design	Registered	Serial Number 74-290,998. Registration Number 1,808,278. Application filed with the PTO on July 6, 1992, as an intent to use application. Registered November 30, 1993. (AFFILI 10017 A & D).
6.	Nviro Master and Design	Registered	Serial Number 74-290,990. Registration Number 1,827,912. Application filed with the PTO on July 6, 1992, as an intent to use application. Registered March 22, 1994. (AFFILI 10017 A & I).
7.	Trafi Care	Registered	Serial Number 74-290,991. Registration Number 1,809,865. Application filed with the PTO on July 6, 1992, as an intent to use application. Registered December 7, 1993. (AFFILI 10017 A & G).
8.	Measure Pak	Abandoned Assignment of common law rights only, if any	Intent to use application was filed with the PTO on or around July 6, 1992. The application was listed as abandoned on July 28, 1994, by the PTO for failure to file a section 8 affidavit. (AFFILI 10017 L & A)

TRADEMARK

REEL: 1756 FRAME: 0155

	TRADEMARK	STATUS	DESCRIPTION / FILE LOCATION
9.	All Hands	Registered	Serial Number 74-290,997. Registration Number 1,808,311.
10.	Air Boss	Registered	Serial Number 74-290,993. Registration Number 1,823,569.
11.	Tough Master	Registered	Serial Number 74-290,992. Registration Number 1,805,053. Application filed with the PTO on July 6, 1992, as an intent to use application. Registered November 16, 1993. (AFFILI 10017 A & F).
12.	M Matterhorn for Peak Performance	Canceled Assignment of common law rights only, if any	Application was filed on April 9, 1992. Registered on June 19, 1984. Canceled on January 1, 1991, for failure to file a section 8 affidavit. Registration handled by attorney with Bradley Arant. (AFFILI 10017 K)
13.	Redix and Design	Registered Assignment of common law rights only, if any	Serial Number 74-302-753. Registration Number 1,775,037. Application filed with the PTO on August 10, 1992, as an intent to use application. Registered June 8, 1993. (AFFILI 10017 A).
14.	Ship 2000 and Design	Abandoned Assignment of common law rights only, if any	Serial Number 73-800,469. Use application filed with the PTO on May 15, 1989. Abandoned on March 22, 1990, for failure to respond. (AFFILI 10017 A)
15.	APSCO	Pending Use Application Assignment of common law rights only, if any	Serial Number 75-336371. Use application filed with the PTO on August 5, 1997. Received office action from examining attorney dated March 3, 1998. Office action objects to application upon the likelihood of confusion. Response to PTO due no later than September 3, 1998.
16.	APSCO and Design	Pending Use Application Assignment of common law rights, if any	Serial Number 75-336372. Use application filed with the PTO on August 5, 1997. Received office action from examining attorney dated March 3, 1998. Office action objects to application upon the likelihood of confusion. Response to PTO due no later than September 3, 1998. (AFFILI 10017 O)
17.	Redix and Design	Registered Alabama	Registration Number 105447. Registered August 13, 1992.