

12-07-1998



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TUCKER, FLYER & LEWIS

1615 L Street, N.W.
Washington, D.C. 20036
(202) 452-8600

RE

<p>1. NAME OF CONVEYING PARTY:</p> <p>Andrews Office Supply & Equipment Co. a District of Columbia corporation,</p>	<p>2. NAME AND ADDRESS OF RECEIVING PARTY:</p> <p>The Chase Manhattan Bank a New York banking corporation 200 Jericho Quadrantle Jericho, New York 11753</p>
<p>3. NATURE OF CONVEYANCE: <i>MRD 11-18-98</i></p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input checked="" type="checkbox"/> Security Interest <input type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other Corrected Cover Sheet</p> <p>3A. EXECUTION DATE: July 22, 1998 3B. EFFECTIVE DATE: July, 22, 1998</p>	<p>2A. ASSIGNEE A FOREIGN ENTITY: Yes: <input type="checkbox"/> No: <input checked="" type="checkbox"/></p> <p>2B. DOMESTIC REPRESENTATIVE DESIGNATED: Yes: <input type="checkbox"/> No: <input checked="" type="checkbox"/></p>
<p>4A. TRADEMARK APPLICATION NOS.:</p> <p>Additional numbers attached?</p> <p>Henry W. Leeds, Esq. Tucker, Flyer & Lewis Suite 400 1615 L Street, N.W. Washington, D.C. 20036</p>	<p>4B. TRADEMARK REGISTRATION NO(S):</p> <p>1,888,980 – THE OFFICE BUTLER</p> <p>Additional numbers attached? 22</p>
<p>6. TOTAL NUMBER OF TITLES: 23</p> <p>7. TOTAL FEE: \$590.00 – Checks Enclosed</p> <p>8. CHARGE ADDITIONAL FEES TO: DEPOSIT ACCOUNT NO. 20-1582</p> <p>Our Ref: 59160.309</p>	<p>9. The undersigned declares to the best of his knowledge and belief that the information on this cover sheet is true and correct and any copy submitted is a true copy of the original document.</p> <p><i>Henry W. Leeds</i> Henry W. Leeds Date: November 18, 1998</p> <p>1 of 11</p>

I hereby certify that the foregoing assignment was deposited with the U.S. Postal Services, by First Class Mail, postage prepaid, addressed to Box: Assignments/Fee, The Assistant Commissioner of Trademarks, U.S. Patent and Trademark Office, 2900 Crystal Drive, Arlington, VA 22202-3513, this 18th day of November 1998.

Cynthia L. Engel

D

08-11-1998



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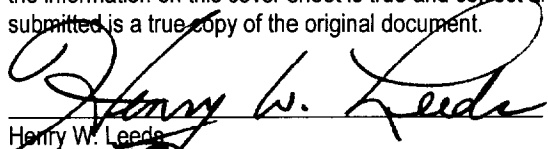
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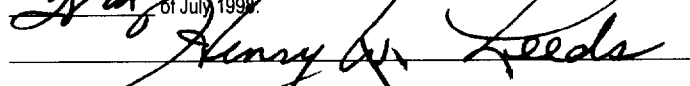
U.S. Patent & TMOfc/TM Mail Rcpt Dt. #61



07-30-1998

<p>1. NAME OF CONVEYING PARTY:</p> <p>Andrews Office Supply & Equipment Co. a District of Columbia corporation,</p>	<p>2. NAME AND ADDRESS OF RECEIVING PARTY:</p> <p>The Chase Manhattan Bank a New York banking corporation</p>
<p>3. NATURE OF CONVEYANCE: </p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input checked="" type="checkbox"/> Security Interest <input type="checkbox"/> Change of Name <input type="checkbox"/> Other</p> <p>11-19-1998 U.S. Patent & TMOfc/TM Mail Rcpt Dt. #26</p>	<p>2A. ASSIGNEE A FOREIGN ENTITY: Yes: <input type="checkbox"/> No: <input checked="" type="checkbox"/></p> <p>2B. DOMESTIC REPRESENTATIVE DESIGNATED: Yes: <input type="checkbox"/> No: <input checked="" type="checkbox"/></p>
<p>3A. EXECUTION DATE: July 22, 1998 3B. EFFECTIVE DATE: July, 22, 1998</p>	<p>4B. TRADEMARK REGISTRATION NO(S): 1,888,980 – THE OFFICE BUTLER</p> <p>Additional numbers attached? 22</p>
<p>4A. TRADEMARK APPLICATION NOS.:</p> <p>Additional numbers attached?</p> <p>Henry W. Leeds, Esq. Tucker, Flyer & Lewis Suite 400 1615 L Street, N.W. Washington, D.C. 20036</p>	
<p>6. TOTAL NUMBER OF TITLES: 23</p> <p>7. TOTAL FEE: \$590.00 – Checks Enclosed</p> <p>8. CHARGE ADDITIONAL FEES TO: DEPOSIT ACCOUNT NO. 20-1582</p> <p>Our Ref: 59160.309</p>	<p>9. The undersigned declares to the best of his knowledge and belief that the information on this cover sheet is true and correct and any copy submitted is a true copy of the original document.</p> <p> Henry W. Leeds Date: July 25, 1998</p> <p>Page 1 of 11</p>

I hereby certify that the foregoing assignment was deposited with the U.S. Postal Services, by First Class Mail, postage prepaid, addressed to Box: Assignments/Free, The Assistant Commissioner of Trademarks, U.S. Patent and Trademark Office, 2900 Crystal Drive, Arlington, VA 22202-3513, this 25th of July 1998.



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TRADEMARK
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SCHEDULE A

ANDREWS OFFICE SUPPLY AND EQUIPMENT COMPANY

<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
THE OFFICE BUTLER	1,888,980	April 11, 1995
COFFEE BUTLER Design	1,884,128	March 14, 1995
ANDREWS COFFEE AND BEVERAGE SERVICE	1,824,745	March 1, 1994
OLD TOWN BLEND	1,805,480	November 16, 1993
BALTIMORE SELECT	1,789,020	August 17, 1993
WASHINGTON CHOICE	1,783,579	July 20, 1993
COFFEE BUTLER	1,664,493	November 12, 1991
QH & Design	1,627,435	December 11, 1990
QUALITY HOUSE	1,626,174	December 4, 1990
QUALITY HOUSE & Design	1,626,172	December 4, 1990
COFFEE BUTLER	1,623,882	November 20, 1990
BUTLER Design	1,622,754	November 13, 1990
SUNDIAL	1,615,092	September 25, 1990
THE OFFICE RESOURCE	1,395,109	May 27, 1986
ANDREWS Logo	1,359,633	September 10, 1985
VIP BLEND	1,280,064	May 29, 1984
THE BUTLER'S CHOICE	1,280,063	May 29, 1984
ANDREWS	1,213,250	October 19, 1982
ANDREWS	1,209,194	September 14, 1982
ANDREWS Logo	1,202,658	July 27, 1982
ANDREWS Logo	1,202,657	July 27, 1982
Butler Design	1,199,153	June 22, 1982
COFFEE BUTLER SERVICES	1,014,439	June 24, 1975

ASSIGNMENT OF SECURITY INTEREST

(DISTRICT OF COLUMBIA)

SS:

RECITALS

- A. On June 10, 1998, U.S. OFFICE PRODUCTS COMPANY, a Delaware corporation ("USOP"), and certain of its subsidiaries including ANDREWS OFFICE SUPPLY & EQUIPMENT CO., a District of Columbia corporation ("Subsidiary"), entered into a Guarantee and Collateral Agreement which provided for Subsidiary to grant a security interest in its intellectual property shown on the attached Schedule A to THE CHASE MANHATTAN BANK, a New York banking corporation ("CHASE"), as collateral to secure its guarantee of USOP's obligations under a Credit Agreement with Chase.
- B. Pursuant to a certain Agreement of Merger dated March 16, 1998 and certain Articles of Merger dated April 10, 1998, certified copies of which are attached hereto as Schedule B, Coffee Butler Acquisition Corp., a Delaware corporation under whom certain of the marks (as specified) shown on the attached Schedule A are registered, was merged with and into Subsidiary.
- C. CHASE is desirous of having a written assignment of the security interest in the properties shown on Schedule A for recording in the United States Patent and Trademark Office.

GRANT

For and in consideration of the sum of \$10.00, and other good and valuable consideration being extant:

1. Subsidiary hereby conveys and grants to CHASE a security interest in and to the marks, as well as the registrations and applications for registration thereof, shown on the attached Schedule A for the purpose of securing the obligations of Subsidiary under the aforementioned Guarantee and Collateral Agreement.
2. So long as Subsidiary remains obligated to make any payments to CHASE pursuant to the Guarantee and Collateral Agreement, Subsidiary will not mortgage, encumber, assign, hypothecate or otherwise dispose of any interest in or to the properties on Schedule A. Nothing herein, however, shall preclude Subsidiary from assigning all of such properties to a successor, subject to the security interest to CHASE. Further, nothing herein shall require Subsidiary to continue to use any one or more of the marks on Schedule A.
3. In the event of default by Subsidiary under the terms of the Guarantee and Collateral Agreement, CHASE shall have all of the rights set forth in such agreement and all rights of a secured party under the Uniform Commercial Code of New York to foreclose and realize upon the trademarks, applications and registrations set forth in Schedule A, and the goodwill of the business symbolized thereby, in any reasonable manner,

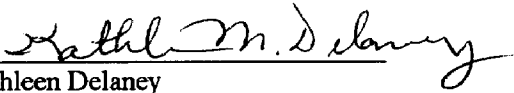
indebtedness secured by the Guarantee and Collateral Agreement may purchase.

4. This grant of a security interest is limited to the properties on Schedule A. It shall not apply to subsequent registrations of any of the marks on Schedule A for different goods or services, nor to any variation of such marks which are subsequently adopted, used and registered by Subsidiary, regardless of the goods or services with which the variation is used.

ANDREWS OFFICE SUPPLY AND EQUIPMENT CO.

Corporate Seal

By:



Kathleen Delaney

Vice President

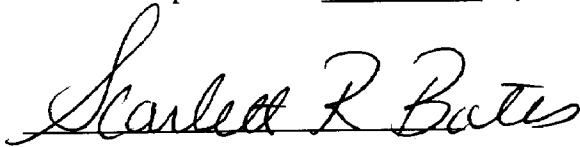
Attest:



(DISTRICT OF COLUMBIA)

ss:

Kathleen Delaney has subscribed and sworn to me that she is Vice President of ANDREWS OFFICE SUPPLY AND EQUIPMENT CO., a District of Columbia corporation; that she is authorized to execute the aforementioned assignment of security interest; and that she so executed it as her free act and deed and as the free act and deed of the corporation this 27 day of July, 1998.



Notary Public
(NOTARY SEAL)

My Commission Expires April 30, 1999

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State of Delaware
Office of the Secretary of State

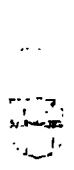
PAGE 1

SCHEDULE B

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AGREEMENT OF MERGER, WHICH MERGES:

"COFFEE BUTLER ACQUISITION CORP.", A DELAWARE CORPORATION, WITH AND INTO "ANDREWS OFFICE SUPPLY AND EQUIPMENT COMPANY" UNDER THE NAME OF "ANDREWS OFFICE SUPPLY AND EQUIPMENT COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DISTRICT OF COLUMBIA, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF APRIL, A.D. 1998, AT 2 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION. 9045263
DATE: 04-24-98

TO: DELAWARE DEPT. OF STATE

AGREEMENT OF MERGER

AGREEMENT OF MERGER, dated this 16th day of March, 1998, pursuant to Section 252 of the General Corporation Law of Delaware, between **ANDREWS OFFICE SUPPLY AND EQUIPMENT COMPANY**, a District of Columbia corporation (hereinafter referred to as "Surviving Corporation"), and **COFFEE BUTLER ACQUISITION CORP.**, a Delaware corporation (hereinafter referred to as "Merging Corporation").

WITNESSETH that:

WHEREAS, the constituent corporations desire to merge into a single corporation;

NOW, THEREFORE, the corporations parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: Andrews Office Supply and Equipment Company hereby merges into itself the Merging Corporation and the Merging Corporation shall be and hereby is merged into and with Andrews Office Supply and Equipment Company, which shall be the Surviving Corporation.

SECOND: The Certificate of Incorporation of the Surviving Corporation, as heretofore amended and as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving the merger.

THIRD: The manner of converting the outstanding shares of the capital stock of the constituent corporations shall be as follows:

Since all of the issued and outstanding shares of the Surviving Corporation, and all of the issued and outstanding shares of the Merging Corporation are owned by U.S. Office Products Company, a Delaware corporation, on the effective date of the merger all of the issued and outstanding shares of capital stock of the Merging Corporation shall be cancelled and no shares of the Surviving Corporation shall be issued in exchange therefor.

FOURTH: A copy of the Agreement of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

FIFTH: (a) This merger shall become effective on April 24, 1998.

(b) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations, and other assets of every kind and description of the Merging Corporation shall be transferred to, vested in and devolve upon the Surviving Corporation without further act or deed and all property, rights, and every other

interest of the Surviving Corporation and the Merging Corporation shall be as effectively the property of the Surviving Corporation as they were of the Surviving Corporation and the Merging Corporation. The Merging Corporation hereby agrees from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of the Merging Corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the Merging Corporation and the proper officers and directors of the Surviving Corporation are fully authorized in the name of the Merging Corporation or otherwise to take any and all such action.

(c) The Surviving Corporation may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the Merging Corporation as well as for enforcement of any obligation of the Surviving Corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of Delaware; and it does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is 1025 Thomas Jefferson Street N.W., Suite 600 East, Washington, DC 20007 until the Surviving Corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose. Service of such process may be made by personally delivering to and leaving with the Secretary of State of Delaware duplicate copies of such process, one of which copies the Secretary of State of Delaware shall forthwith send by registered mail to said Andrews Office Supply and Equipment Company at the above address.

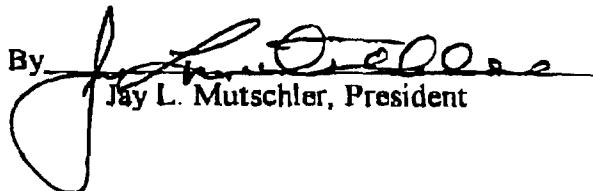
IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolution adopted by their respective Boards of Directors have caused these presents to be executed by the President of each party hereto as the respective act, deed and agreement of each of said corporations, on this 10th day of April, 1998.

COFFEE BUTLER ACQUISITION CORP.
a Delaware corporation

By 

H. Steve Swink, President

ANDREWS OFFICE SUPPLY AND
EQUIPMENT COMPANY, a District of
Columbia corporation

By 
Jay L. Mutschler, President

I, Mark D. Director, Secretary of Coffee Butler Acquisition Corp., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Secretary, that the Agreement of Merger to which this Certificate is attached, after having been first duly signed on behalf of the said corporation and having been signed on behalf of Andrews Office Supply and Equipment Company, a District of Columbia corporation, was duly adopted pursuant to Section 228 of the General Corporation Law of Delaware, by the unanimous written consent of the sole stockholder holding 10 shares of the capital stock of the corporation, same being all of the shares issued and outstanding having voting power, which Agreement of Merger was thereby adopted as the act of the sole stockholder of said Coffee Butler Acquisition Corp. and the duly adopted agreement and act of the said corporation.

WITNESS my hand on this 10th of Apr 11, 1998.


Mark D. Director, Secretary

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GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS REGULATION ADMINISTRATION



C E R T I F I C A T E

THIS IS TO CERTIFY that all applicable provisions of the DISTRICT OF COLUMBIA BUSINESS CORPORATION ACT have been complied with and accordingly, this CERTIFICATE of MERGER is hereby issued to

COFFEE BUTLER ACQUISITION CORP.
(DE CORP.)

Merged Into

ANDREWS OFFICE SUPPLY AND EQUIPMENT COMPANY
(DC CORP.)

as of April 24th, 1998 .

W. David Watts
Director

Patricia A. Montgomery
Administrator
Business Regulation Administration

William L. Ables, Jr.
William L. Ables, Jr.
Act. Asst. Superintendent of Corporations
Corporations Division

Marion Barry, Jr.
Mayor

**ARTICLES OF MERGER OF
DOMESTIC AND FOREIGN CORPORATIONS**

**TO: Department of Consumer and Regulatory Affairs
Corporation Division
Washington, D.C. 20001**

Pursuant to the provisions of Title 29, Chapter 9 of the Code of Laws of the District of Columbia, the undersigned domestic and foreign corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

FIRST: The names of the undersigned corporations and the States, including the District of Columbia, under the laws of which they are respectively organized are:

<u>Name of Corporations</u>	<u>State</u>
Andrews Office Supply and Equipment Company	District of Columbia
Coffee Butler Acquisition Corp.	Delaware

SECOND: The laws of the State under which the foreign corporation is organized permit such merger.

THIRD: The name of the surviving corporation is Andrews Office Supply and Equipment Company.

FOURTH: The following plan of merger was advised by the board of directors and approved by the shareholders of the undersigned Domestic Corporation in the manner prescribed by such Domestic Corporation's Articles of Incorporation and by the Code of Laws of the District of Columbia, and was approved by the undersigned foreign corporation in the manner prescribed by the laws of the State under which it is organized:

PLAN OF MERGER

(a) Andrews Office Supply and Equipment Company hereby merges into itself Coffee Butler Acquisition Corp. and said Coffee Butler Acquisition Corp. shall be and hereby is merged into Andrews Office Supply and Equipment Company, which shall be the surviving corporation.

(b) The Articles of Incorporation of Andrews Office Supply and Equipment Company, as heretofore amended and as in effect on the date of the merger provided for in this Plan of

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Merger, shall continue in full force and effect as the Articles of Incorporation of the corporation surviving this merger.

(c) The manner of converting the outstanding shares of the capital stock of the corporations party to the merger shall be as follows:

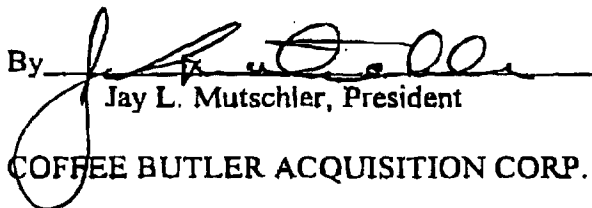
Since all of the issued and outstanding shares of Andrews Office Supply and Equipment Company, the surviving corporation, and all of the issued and outstanding shares of Coffee Butler Acquisition Corp., the merging corporation, are owned by U.S. Office Products Company, a Delaware corporation, on the effective date of the merger all of the issued and outstanding shares of Coffee Butler Acquisition Corp., the merging corporation, shall be cancelled and no shares of the surviving corporation shall be issued in exchange therefor.

(d) The merger shall be effective on April 24, 1998.

FIFTH: The merger received an affirmative vote of the holders of at least 2/3rds of the outstanding shares entitled to vote.

Date: April 10, 1998

ANDREWS OFFICE SUPPLY AND
EQUIPMENT COMPANY

By 
Jay L. Mutschler, President
COFFEE BUTLER ACQUISITION CORP.

By 
H. Steve Swink, President

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