

11-05-1999

FORM PTO-1594
(Rev. 6/93)



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

MLD 11/2/99

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101193733
TRADEMARKS ONLY

IEET

Attorney Docket No. 04289.0361

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

1. Name of conveying party(ies):
Hagemeyer Canada Inc.
d/b/a Ashley-Koffman

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

Other: _____

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Merger
- Change of Name

Other: _____

Execution Date: May 7, 1999

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

Name: Tree of Life, Inc.

Address: P.O. Box 410
St. Augustine, Florida 32086

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation - Delaware
- 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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,103,710; 1,404,253; 1,417,578

Additional numbers attached? Yes No

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

Name: David M. Kelly

Address: Finnegan, Henderson, Farabow,

Garrett & Dunner, L.L.P.

1300 I Street, N.W.

Washington, D.C. 20005-3315

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41): \$ 90.00

Enclosed

Authorized to be charged to deposit account, if necessary

8. Deposit account number:

06-0916

DO NOT USE THIS SPACE

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.

David M. Kelly
Name of Person Signing

[Signature]
Signature

11-1-99
Date

Total number of pages including cover sheet, attachments, and document: 4

11/04/1999 DNGUYEN 00000102 2103710

01 FC:481 | 40.00 OP
02 FC:482 | 50.00 OP

TRADEMARK
REEL: 001985 FRAME: 0033

ASSIGNMENT OF TRADEMARKS - UNITED STATES

This ASSIGNMENT OF TRADEMARKS - UNITED STATES is made this 7th day of May, 1999, by and between HAGEMEYER CANADA INC., a corporation organized under the laws of Ontario d/b/a ASHLEY-KOFFMAN ("Assignor") and TREE OF LIFE, INC., a Delaware corporation ("Assignee").

Recitals

A. Assignor is the owner of all rights, title and interest in and to the marks, registrations and applications, in the United States, shown on the accompanying Schedule A (the "Trademark Rights"); and

B. Assignee desires to acquire all rights, title and interest in and to the Trademark Rights.

Agreement

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged by the parties hereto:

1. Assignor assigns to Assignee all of Assignor's rights, title and interest in the Trademark Rights, together with the goodwill of the business of Assignor symbolized by the Trademark Rights.

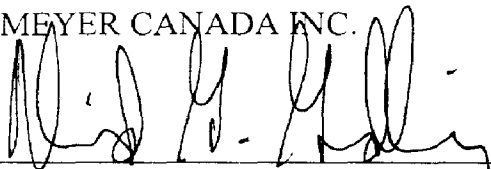
2. Assignor further assigns to Assignee all causes of action in favor of Assignor heretofore accrued or hereafter accruing with respect to the Trademark Rights, as well as the right to sue for past infringement and other violations and to recover and to hold all damages and profits arising therefrom.

3. Nothing contained in this Assignment of Trademarks - United States shall be deemed to supersede, enlarge on or modify any of the obligations, agreements, covenants, warranties, or representations of Assignor and Assignee under that certain Assets Purchase and Sale Agreement dated May 7th, 1999 by and between Assignor, MBC Foods, Inc., a Wisconsin corporation, Fine Distributing, Inc., a Delaware corporation, Direct Specialty Brokerage Company, Inc., a Georgia corporation, Hagemeyer Canada, Inc., an Ontario corporation, Hagemeyer Foods (N.A.), Inc., a Delaware corporation, Hagemeyer N.V., a corporation of the Kingdom of the Netherlands, Koninlikje Wessanen, N.V., a corporation of the Kingdom of the Netherlands, and Assignee.

IN TESTIMONY WHEREOF, Assignor has caused this assignment to be signed by its officer thereunto duly authorized, and its corporate seal to be hereto affixed.


ASSIGNOR:

HAGEMEYER CANADA INC.

By: 
David G. Gundling, Vice President

ASSIGNEE:

TREE OF LIFE, INC.

By: 
Richard A. Thorne
Chairman of the Board

SCHEDULE A

1. "KINGSLEY & BROWNE": Registered trademark, registration no. 2103710
2. "MEDDO BELLE": Registered trademark, registration no. 1404253
3. "MEDDO BELLE SELECT CUT": Registered trademark, registration no. 1417578