

11-09-1999



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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

EET

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): 11-5-99
Liberty Richter, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation

Other: _____

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement 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)
 75/496,249; 75/496,233; 75/497,131; 75/386 315

B. Trademark Registration Nos. 1,216,187; 992,089; 978,731; 809,628; 1,972,148; 976,038; 1,629,591; 1,247,821; 1,216,188; 1,217,948; 1,258,711; 1,668,642; 1,252,356; 1,649,597; 2,172,951; 1,264,376

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: 20

7. Total fee (37 CFR 3.41): \$ 515

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 only attached copy is a true copy of the original document.

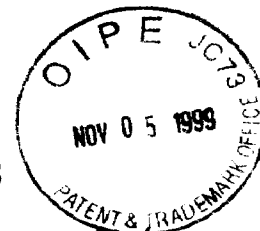
David M. Kelly [Signature] 11-5-99
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 5

11/09/1999 DNGUYEN 00000089 75496245

01 FC:481 40.00 0P
 02 FC:482 475.00 0P

ASSIGNMENT OF TRADEMARKS - UNITED STATES



This ASSIGNMENT OF TRADEMARKS - UNITED STATES is made this 17th day of May, 1999, by and between LIBERTY RICHTER, INC., a New Jersey corporation ("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 7, 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:

LIBERTY RICHTER, INC.

By: 

David G. Gundling, Vice President

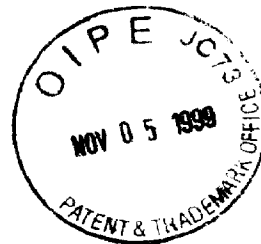
ASSIGNEE:

TREE OF LIFE, INC.

By: 

Richard A. Thorne
Chairman of the Board

SCHEDULE A



LIBERTY RICHTER TRADEMARKS TO BE ASSIGNED (UNITED STATES)

1. "DOWNEY'S ORIGINAL," Serial No. 75/496,249
2. "DISTILLER'S CLASSICS," Serial No. 75/496,233
3. "BUNT CAKE DESIGN," Serial No. 75/497,131

(#s 2-4 are pursuant to the Asset Purchase Agreement among Margaret Kosmin, KLD Corporation, Jack Downey and Liberty Richter, Inc. dated February 19, 1999. Applications have been filed with the United States Patent and Trademark Office and the serial numbers are application numbers that the Trademark Office has assigned).

4. "A & A": Registered service mark, registration no. 1216187
5. "AMORE" (SPECIAL FORM): Trademark application pending, application no. 75/386315
6. "BONAVITA" : Registered trademark, registration no. 992089
7. "CHEESEMATES": Registered trademark, registration no. 978731
8. "FAMILIA SWISS BIRCHERMUESLI" (SPECIAL FORM): Registered trademark, registration no. 809628
9. "KA-ME": Registered trademark, registration no. 1972148
10. "KA-ME" (STYLIZED): Registered trademark, registration no. 976038
11. "LIBERTY RICHTER": Registered service mark, registration no. 1629591
12. "MURRAY ALLEN AND DESIGN II": Registered trademark, registration no. 1247821
13. "MURRAY ALLEN" (Murray-Allen International, Inc.): Registered trademark, registration no. 852853
14. "RICHTER BROS.": Registered service mark, registration no. 1216188
15. "RICHTER BROS. AND DESIGN": Registered trademark, registration no. 1217948
16. "RICHTER'S": Registered trademark, registration no. 1258711

17. "STEAMSHIP DESIGN AND DEVICE": Registered trademark, registration no. 1143540
18. "TAP'N APPLE": Registered trademark, registration no. 1668642
19. "TASTE OF NATURE": Registered trademark, registration no. 1264376
20. "TORINO" (STYLIZED): Registered trademark, registration no. 1252356
21. "TURTLE DESIGN": Registered trademark, registration no. 1649597
22. "TURTLE DESIGN": Registered trademark, registration no. 2172951
23. "WE MAKE THE WORLD TASTE GOOD" (Murray-Allen International, Inc.):
Registered trademark, registration no. 1247822
24. "RHINE HARVEST": Registered trademark, registration no. 1736847
25. "SHEARSON'S OF LONDON": Registered trademark, registration no. 1736863
26. DESIGN ONLY: Registered trademark, registration no. 1649597
27. DESIGN ONLY: Registered trademark, registration no. 2172951