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Docket No.:

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U.S. Patent & TM Office/TM Mail Rept Dt. #54

To the

Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

United Stationers Supply Co.

*MWP
1.6.00*

- Individual(s)
- General Partnership
- Corporation-State Illinois
- Other _____
- Association
- Limited Partnership

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

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

Execution Date: October 14, 1999

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

Name: Franchise Systems, Inc.

Internal Address: _____

Street Address: 211 E. Ontario Street

City: Chicago State: IL ZIP: 60611

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Delaware
- Other _____

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,867,157

Additional numbers Yes No

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

Name: Richard E. Dick

Internal Address: Dick and Harris

Street Address: 181 W. Madison Street, Ste. 3800

City: Chicago State: IL ZIP: 60602

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:

04-1030

02/07/2000 DNGUYEN 00000317 1867157

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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.

James K. Cleland

Name of Person Signing

James K. Cleland

Signature

1-3-2000

Date

Total number of pages including cover sheet, attachments, and

3

ASSIGNMENT

WHEREAS, UNITED STATIONERS SUPPLY CO., a corporation organized under the laws of the State of Delaware, having a principal place of business at 2200 East Golf Road, Des Plaines, Illinois 60016 ("USSCO"), is the owner of U.S. Trademark Registrations for the Mark ALL VALUE as described on the attached Schedule A (the "Marks"); and

WHEREAS, FRANCHISE SYSTEMS, INC., a Delaware corporation, having a principal place of business at 211 East Ontario Street, Chicago, Illinois 60611 ("Franchise Systems") is desirous of acquiring the Marks;

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, USSCO hereby assigns to Franchise Systems its entire right, title and interest in and to the Marks and the registrations thereof, together with the goodwill of the business symbolized by the Marks.

IN WITNESS WHEREOF, USSCO has executed this Assignment effective as of the date set forth below.


UNITED STATIONERS SUPPLY CO.

By:

Name:

Title:

Date:


Larry E. Miller
Vice President, Independent Dealer Channel
October 14, 1999

SCHEDULE A

TRADEMARKS: ALL VALUE

<u>Reg. No.</u>	<u>Reg. Date</u>	<u>Goods/Services</u>
1,867,157	December 13, 1994	Cooperative advertising and marketing services for office furniture and office and computer supply businesses; namely, promoting the sale of goods through the distribution of promotional flyers, point-of-sale displays, direct mail advertising and other advertising activities, Intl. Cl. 35; and wholesale distributorships and retail stores featuring office furniture and office and computer supplies, Intl Cl 42
1,864,706	November 29, 1994	Catalogs for use in connection with the retail sale of office furniture; and office and computer supplies, Intl. Cl. 16