

05-18-2000



101361133

REC APR 27 AM 10:42

OPR/FINANCE

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

4-27-00

New

Resubmission (Non-Recordation)
Document ID #

Correction of PTO Error
Reel # Frame #

Corrective Document
Reel # Frame #

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger
Effective Date
Month Day Year

02 18 2000

Change of Name

Other

Conveying Party

Mark if additional names of conveying parties attached

Name P/B Distributors, Inc.

Execution Date
Month Day Year
03 06 2000

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization Illinois

Receiving Party

Mark if additional names of receiving parties attached

Name Sherwood Food Distributors

DBA/AKA/TA

Composed of

Address (line 1) 18615 Sherwood Ave.

Address (line 2)

Address (line 3) Detroit

City

Michigan

State/Country

49234

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other co-partnership

Citizenship/State of Incorporation/Organization Michigan

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

05/17/2000 DNGUYEN 00000158 2179340

FOR OFFICE USE ONLY

01 FC:481

40.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002079 FRAME: 0474

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2179340"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

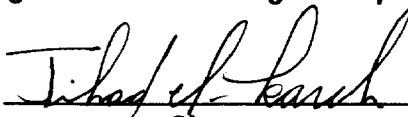
Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Jihad El-Kareh



March 6, 2000

Name of Person Signing

Signature

Date Signed

EXHIBIT "J"

ASSIGNMENT OF TRADEMARK
&
REGISTRATIONS OF TRADEMARK

THIS ASSIGNMENT OF TRADEMARK & REGISTRATIONS OF TRADEMARK (hereinafter the "Assignment") is made and entered into as of this 13 day of February, 2000, by and between **P/B Distributors, Inc.**, an Illinois corporation (hereinafter the "Assignor"), with its registered office located at 351 N. Justine, Chicago, Illinois 60607, and **Sherwood Food Distributors**, a Michigan co-partnership (hereinafter the "Assignee"), with its registered office located at 18615 Sherwood Avenue, Detroit, Michigan 48234.

RECITALS

WHEREAS, Assignor is the sole owner of the following trademark and/or tradename:

"Pinebrook Valley", as filed with the United States Patent and Trademark Office ("USPTO") on June 27, 1998, and registered by the USPTO on August 4, 1998, as Register No. 2179340;

as well as all rights, title and interests of Assignor therein and thereto (hereinafter the "Mark"); and

WHEREAS, Assignee desires to purchase and Assignor desires to sell, transfer and convey to Assignee the Mark together with the good will of the business symbolized by such Mark, and the above-identified registrations of such Mark;

NOW, THEREFORE, in consideration of the foregoing, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Assignor and Assignee hereby agree as follows:

1. **Assignment of Mark.** Assignor does hereby assign to Assignee all right, title and interest in and to the Mark described in the Recitals set forth above, together with: (a) any and all logos, art work or design used or commissioned by Assignor in connection with the tradename and Mark, whether in the form of advertising, letterhead, business cards, signs or in any other form or context; (b) the good will of the business symbolized by such Mark; and (c) the above-identified registration of such Mark.

2. **Execution of Documents.** Assignor and Assignee mutually agree that each shall take all steps reasonably necessary to facilitate the sale, transfer and conveyance of the Mark as contemplated in this Assignment and to execute any other

documents and/or instruments as may be reasonably necessary to carry out and put into effect the terms of this Assignment.

3. **Issuance of Registrations.** The Commissioner of Patents and Trademarks is requested to issue a new certificate of registration relative to the Mark in the name of Assignee.

IN WITNESS WHEREOF, the Assignor has executed this Assignment as of the date and year first above written.

WITNESSES:

"ASSIGNOR"

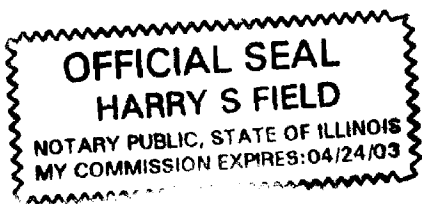
P/B Distributors, Inc.,
an Illinois corporation

[Signature]
[Signature]

By: [Signature]
Jihad El-Kareh
Its: President

STATE OF ILLINOIS)
)ss.
COUNTY OF COOK)

On this 18 day of February 2000, before me appeared Jihad El-Kareh, known to me to be the President of P/B Distributors, Inc., an Illinois corporation, and the person who signed and delivered this instrument on behalf of said corporation pursuant to the authority of its Board of Directors who being sworn, acknowledged that he signed this instrument as the free act and deed of said corporation.



[Signature], Notary Public
Cook County, Illinois
My commission expires: 4/24/03