

07-25-2001



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DRINKER BIDDLE & REATH LLP

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<p>1. NAME OF CONVEYING PARTY:</p> <p>OE ACQUISITION CORP. A Delaware corporation</p> <p style="text-align: right; font-size: 1.5em;">7-2-01</p>	<p>2. NAME AND ADDRESS OF RECEIVING PARTY:</p> <p>CORPORATE EXPRESS OFFICE PRODUCTS, INC. A Colorado corporation One Environmental Way Broomfield, Colorado 80021</p>
<p>3. NATURE OF CONVEYANCE:</p> <p><input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other</p> <p>3A. EXECUTION DATE: June 15, 2001 3B. EFFECTIVE DATE: May 14, 2001</p>	<p>2A. ASSIGNEE A FOREIGN ENTITY: Yes: ___ No: <u>X</u></p> <p>2B. DOMESTIC REPRESENTATIVE DESIGNATED: Yes: ___ No: <u>X</u></p>
<p>4A. TRADEMARK APPLICATION NOS.:</p> <p>07/25/2001 101421 00000017 1014439 01 FD:492 02 FD:492</p> <p>Additional numbers attached? NO 325.00 OF</p>	<p>4B. TRADEMARK REGISTRATION NO(S).:</p> <p>Reg. No. 1,014,439 – COFFEE BUTLER SERVICE</p> <p>Additional numbers attached? 14</p>
<p>Henry W. Leeds, Esq. Drinker, Biddle & Reath LLP 1500 K Street, N.W., Suite 1100 Washington, D.C. 20005-1209</p>	
<p>6. TOTAL NUMBER OF TITLES: 15</p> <p>7. TOTAL FEE: \$390.00 - Check Enclosed</p> <p>8. CHARGE ADDITIONAL FEES TO: DEPOSIT ACCOUNT NO. 50-0573</p> <p>Our Ref: 31945.310/152369</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/ale</i> Henry W. Leeds Date: June <u>29</u>, 2001 Page 1 of 3</p>

I hereby certify that the foregoing document is being deposited with the U.S. Postal Services, by First Class Mail, postage prepaid, addressed to Box: Assignments/Fee, The Honorable Commissioner for Trademarks, U.S. Patent and Trademark Office, 2500 Crystal Drive, Arlington, VA 22202-3513, this 29th day of June 2001.

[Signature]

31945.310/152369
DC327165N1

TRADEMARK
REEL: 2333 FRAME: 0867

TM

SCHEDULE A

Trademarks and Service Marks

<u>Reg. No.</u>	<u>Mark</u>
1,014,439	COFFEE BUTLER SERVICE
1,199,153	Butler Design
1,202,657	Miscellaneous Design
1,202,658	ANDREWS Logo
1,209,194	ANDREWS
1,213,250	ANDREWS (stylized)
1,280,063	THE BUTLER'S CHOICE
1,280,064	VIP BLEND
1,359,633	Miscellaneous Design
1,395,109	THE OFFICE RESOURCE
1,623,882	COFFEE BUTLER
1,664,493	COFFEE BUTLER
1,789,020	BALTIMORE SELECT
1,783,579	WASHINGTON CHOICE
1,888,980	THE OFFICE BUTLER

ASSIGNMENT

WHEREAS, US Office Products, Mid-Atlantic District, Inc., a District of Columbia corporation, having a principal address at 8400 Ardwick Ardmore Road, Landover, Maryland 20785 ("Assignor"), is the record owner of the marks shown on the attached Schedule A; and

WHEREAS, Corporate Express Office Products, Inc., a Colorado corporation, having a principal address at One Environmental Way, Broomfield, Colorado 80021 ("Assignee"), acquired all rights, title and interest in and to the marks shown on the attached Schedule A, the goodwill of the business symbolized thereby, and the registrations therefor from Assignor on May 14, 2001; and

WHEREAS, Assignee requires a written assignment for recording in the U.S. Patent and Trademark Office.

NOW, THEREFORE, good and valuable consideration being extant, Assignor has assigned and hereby assigns, effective May 14, 2001, to Assignee all of its rights, title and interest in and to the marks shown on the attached Schedule A, the goodwill of the business symbolized thereby and the registrations therefor.

Assignor further assigns to Assignee all right to sue for, to receive and to hold damages and profits accruing from past infringement of the marks shown on the attached Schedule A.

Assignor further warrants that there are no licenses, encumbrances or other agreements, either written, oral or implied, relating to the marks shown on the attached Schedule A of which Assignee is not aware, and that it believes it has good and valid title to the mark to assign to Assignee.

US OFFICE PRODUCTS, MID-ATLANTIC DISTRICT, INC.

Date: June 15, 2001

By: Kevin J. Thimjon

Title: V. President

COMMONWEALTH OF VIRGINIA

District of Columbia : ss.
COUNTY OF FAIRFAX

On this 15th day of June 2001, personally appeared Kevin J. Thimjon, to me known and known to me to be the Vice President of US OFFICE PRODUCTS, MID-ATLANTIC DISTRICT, INC. and acknowledged that (s)he executed the foregoing Assignment as his/her free act and deed and as the free act and deed of said corporation.

Mary Carpenter Rhee

Notary Public

My commission expires: August 31, 2002

(Seal)