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COVER SHEET

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U.S. Patent & TMO/TM Mail Rcpt Dt. #26

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TRADEMARKS ONLY

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

1. Name of conveying party(ies):

Simply Foods Distributors, Inc.

2-26-02

- Individual(s)
- General Partnership
- Corporation-State
- Other New York
- Association
- Limited Partnership

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

3. Nature of conveyance:

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

Execution Date: 7/14/00

2. Name and address of receiving party(ies)

Name: Concord Beverage Company

Internal Address: _____

Address: _____

Street Address: Conchester Road & Aldan Avenue

City: Concordville State: PA Zip: 19331

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations 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) _____
75/663008; 75/662469

B. Trademark Registration No.(s) _____

Additional number(s) attached Yes No

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

Name: Cindy A. Elliott

Internal Address: Wolf, Block, Schorr and Solis-

Cohen LLP

22nd Floor

Street Address: 1650 Arch Street

City: Philadelphia State: PA Zip: 19103-2097

6. Total number of applications and registrations involved: _____

2

7. Total fee (37 CFR 3.41).....\$ 65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: _____

DO NOT USE THIS SPACE

9. Signature.

Cindy A. Elliott
Name of Person Signing

Cindy A. Elliott
Signature

2/26/02
Date

3

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

03/20/2002 6TOM11 00000028 75663008

01 FC:481 40.00 OP
02 FC:482 25.00 OP

Mail documents to be recorded with required cover sheet information to:
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TRADEMARK
REEL: 002464 FRAME: 0907

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ASSIGNMENT

02-26-2002

U.S. Patent & TMO/TM Mail Rcpt Dt. #26

WHEREAS Simply Foods Distributors, Inc., a corporation organized under the laws of the State of New York, and having a place of business at Fourteen 53rd Street, Brooklyn, New York 11232 is the owner of the "PINE GROVE" trademark for use in connection with bottled spring water. The mark is presented in U.S. Trademark Appl. Serial No. 75/662,469 for "PINE GROVE" and in U.S. Trademark Appl. Serial No. 75/663,008 for "PINE GROVE NATURAL SPRING WATER, and design". Both application Serial No. 75/662,469 and application Serial No. 75/663,008 were based on the bona fide intention of Simply Food Distributors, Inc. to use the marks in commerce. Both applications were approved by the United States Patent and Trademark Office, were published for opposition and passed through the opposition term without successful oppositions being filed. As a result, Notices of Allowance were issued by the United States Patent and Trademark Office in connection with both applications. Simply Food Distributors, Inc. has filed Statements of Use with the United States Patent and Trademark Office in connection with each of these two pending applications.

WHEREAS, Concord Beverage Company is a corporation organized under the laws of the State of Pennsylvania, having a place of business at Conchester Road & Aldan Avenue, Concordville, Pennsylvania 19331. Concord Beverage Company is desirous of acquiring from Simply Food Distributors, Inc. the above-described "PINE GROVE" trademark and the above-described "PINE GROVE NATURAL SPRING WATER and design" trademark along with the underlying pending trademark applications and the goodwill associated with each trademark.

NOW, WHEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Simply Food Distributors, Inc. does hereby sell, assign and set over to Concord Beverage Company, all right, title and interest in and to U.S. Trademark Appl. Serial No. 75/662,469 and U.S. Trademark Appl. Serial No. 75/663,008, including the underlying marks, as identified above, and the goodwill associated with each mark.

SIMPLY FOOD DISTRIBUTORS, INC.

By: *Gary Schlesinger*
Name : Gary Schlesinger
Title : President

02-14-00

