

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Stock Purchase Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Cole Harford Company		09/26/2006	CORPORATION: MISSOURI
RECEIVING PARTY DATA			
Name:	Bunzl Distribution USA, Inc.		
Street Address:	701 Emerson Road		
Internal Address:	Suite 500		
City:	St. Louis		
State/Country:	MISSOURI		
Postal Code:	63141		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	1650732	1ST VALUE	
Registration Number:	2232502	1ST VALUE	
Registration Number:	2232519	FIRST VALUE	
CORRESPONDENCE DATA			
Fax Number:	(314)345-6060		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	314-345-6000		
Email:	smurphy@blackwellsanders.com		
Correspondent Name:	Wendy Boldt Cohen		
Address Line 1:	720 Olive Street		
Address Line 2:	24th Floor		
Address Line 4:	St. Louis, MISSOURI 63101		
ATTORNEY DOCKET NUMBER:	706584.9574		
NAME OF SUBMITTER:	Wendy Boldt Cohen		

OP \$90.00 1650732

Signature:	/Wendy Boldt Cohen/
Date:	10/17/2006
Total Attachments: 7 source=Cole.Harford.to.Bunzl#page1.tif source=Cole.Harford.to.Bunzl#page2.tif source=Cole.Harford.to.Bunzl#page3.tif source=Cole.Harford.to.Bunzl#page4.tif source=Cole.Harford.to.Bunzl#page5.tif source=Cole.Harford.to.Bunzl#page6.tif source=Cole.Harford.to.Bunzl#page7.tif	

STOCK PURCHASE AGREEMENT

THIS STOCK PURCHASE AGREEMENT (this "Agreement") is made and entered into as of the 29th day of September, 2006 (the "Closing Date") by and among BUNZL DISTRIBUTION USA, INC., a Delaware corporation ("Bunzl"), and DAVID C. FISHER and LARRY C. HOOVER (together, the "Shareholders").

RECITALS:

A. The Shareholders are the sole shareholders of Cole Harford Holding Company, a Missouri corporation ("HoldCo").

B. HoldCo is the sole shareholder of Cole Harford Company, a Missouri corporation ("OpCo"). HoldCo and OpCo may be referred to in this Agreement collectively or in the alternative as "Cole Harford".

C. Bunzl wishes to purchase from the Shareholders, and the Shareholders wish to sell to Bunzl, all of the issued and outstanding capital stock of HoldCo, resulting in HoldCo and OpCo becoming subsidiaries of Bunzl.

1.2 Purchase and Sale. Subject to the terms and conditions set forth in this Agreement, at the Closing, the Shareholders shall sell to Bunzl, and Bunzl shall purchase from the Shareholders, all of the issued and outstanding capital stock of HoldCo (the "Shares") free and clear of all liens, security interests, encumbrances, subscriptions, claims, proxies and transfer restrictions of any kind.

2.12 Patents and Trademarks. Schedule 2.12 contains a true and complete list of all Intellectual Property, the rights, title and interest to which Cole Harford owns or has a valid enforceable and effective license to use, together with the name and address of the owner thereof. For purposes hereof, the term "Intellectual Property" shall mean all: (a) patents, patent applications and patent disclosures; (b) inventions (whether or not patentable or patented, and whether or not reduced to practice); (c) trademarks, service marks, trade dress, and trade names and all the goodwill associated therewith; (d) registered and unregistered statutory and common law copyrights; (e) registrations, applications and renewals for any of the foregoing; (f) trade secrets, confidential information, ideas, formulae, know-how, manufacturing and production processes and techniques, research information, specifications, designs, plans, improvements, proposals, technical and computer data, documentation and proprietary software, financial, business and marketing plans, customer and supplier lists and related information, and marketing materials; and (g) licenses, agreements and other rights relating to any of the foregoing granted by a third party to Cole Harford. No claim by any third party contesting the validity, enforceability, use or ownership of any Intellectual Property owned or used by Cole Harford has been made or threatened and no such claim is currently outstanding.

IN WITNESS WHEREOF, the parties hereto have duly executed this Stock Purchase Agreement as of the day and year first above written.

"Bunzl"

BUNZL DISTRIBUTION USA, INC.


Daniel J. Left, Secretary

The "Shareholders"


DAVID C. FISHER


LARRY C. HOOVER

SCHEDULE 2.12
Patents and Trademarks

Cole Harford utilizes the four marks listed below in connection with its business operations. The trademarks are summarized below:

- First Value (1st Value)
- All Pro Plastics
- Member of Redistributors of America
- As a member of RDA, Cole Harford utilizes the Vintage name as part of their RDA membership and sells products carrying the Vintage label.

The registered trademarks appear on the chart of tagged records attached hereto.

Chart and Full Records

Trademark: *ownership search of COLE HARFORD marks*

Client Reference: 706584.229

Date Generated: July 20, 2006

CHART OF TAGGED RECORDS

FEDERAL




Ref. #	Trademark/SN/RN	Status/Status Date	Full Goods/Services	Owner	Date of First Use
Q1 f-1	1ST VALUE AND DESIGN  RN:1,650,732	Renewed 8 & 15 July 16, 2001	(Int'l Class: 16) Plastic bags for food products (Int'l Class: 21) Paper food trays	Cole Harford Company (Missouri Corp.) 7227 Metcalf Avenue Overland Park Kansas,662041974	Int'l Class: 16, 21 April 19, 1989
Q1 f-2	1ST VALUE AND DESIGN  SN:74-224878	Cancelled - Sec. 8 March 17, 1999	(Int'l Class: 16) Toilet paper	Cole Harford Company (Missouri Corp.) 110 West 14th Street Kansas City Missouri,64116	Int'l Class: 16 June 6, 1991
Q1 f-3	1ST VALUE AND DESIGN  RN:2,232,502	Registered 8 & 15 May 5, 2005	(Int'l Class: 16) Paper napkins, paper placemats, paper towels, paper banquet rolls for covering banquet tables, facial tissues, plastic ice bags, treated paper pan liners, and plastic wrap on a roll in box with cutter edge	Cole Harford Company (Missouri Corp.) 110 West 14th Avenue North Kansas City Missouri,64116	Int'l Class: 16, 21, 24 January, 1993

Chart and Full Records

			(Int'l Class: 21) Paper plates, and pre-moistened towelettes for cleaning (Int'l Class: 24) Plastic banquet rolls for covering banquet tables		
Q1 f-4	ALL-PRO PLASTICS SN:75-853581	Abandoned - No Statement of Use January 30, 2005	(Int'l Class: 16) Plastic bags, namely trash bags and can liners	Cole Harford Company (Missouri Corp.) 7227 Metcalf Avenue Overland Park Kansas,66204	
Q1 f-5	FIRST VALUE RN:2,232,519	Registered 8 & 15 May 5, 2005	(Int'l Class: 16) Paper napkins, paper placemats, paper towels, paper banquet rolls for covering banquet tables, facial tissues, plastic ice bags, treated paper pan liners, plastic bags for food products, plastic wrap on a roll in box with cutter edge, and toilet paper	Cole Harford Company (Missouri Corp.) 110 West 14th Avenue North Kansas City Missouri,64116	Int'l Class: 16 October, 1996