

01-31-2001



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1-26-01



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

- 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 Change of Name
 - Other _____
- Effective Date
Month Day Year
1 / 4 / 01

Conveying Party

Mark if additional names of conveying parties attached

Name River Bay Statutory Trust

Execution Date
Month Day Year
1 / 4 / 01

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other Statutory Trust
- Citizenship/State of Incorporation/Organization Connecticut

Receiving Party

Mark if additional names of receiving parties attached

Name Institutional Distributors, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) P.O. Box 1787

Address (line 2) _____

Address (line 3) Grand Rapids

MI

49501

- Individual General Partnership Limited Partnership 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.)
- Corporation Association
- Other _____

- Citizenship/State of Incorporation/Organization Michigan

01/30/2001 GT0N11 00000080 1445379

FOR OFFICE USE ONLY

01 FC:461
02 FC:462

40.00 OP
25.00 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: 002226 FRAME: 0215

FORM PTO-1618B
Expires 06/30/06
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

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="1445379"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="20151754"/>	<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.

W. Jeffrey Kramer

Signature

1-4-01

Date Signed

ASSIGNMENT OF TRADEMARKS (FEDERAL)

This Assignment of Trademarks ("Assignment") is made as of January 4, 2001 by River Bay Statutory Trust, a Connecticut Statutory Trust ("Seller"), to Institutional Distributors, Inc., a Michigan corporation ("Purchaser").

RECITALS

1. Seller and Purchaser have entered into an Asset Purchase Agreement, dated as of December 29, 2000 (the "Purchase Agreement"), which provides, among other things, for the acquisition by Purchaser of certain assets of Seller.
2. Seller is the exclusive owner of all of the right, title, and interest in and to the trademarks listed on Exhibit A hereto (the "Marks").
3. Seller desires to transfer and assign to Purchaser all of its rights, title, and interest in and to the Marks and the business good will symbolized thereby.

AGREEMENT

NOW, THEREFORE, for the consideration specified in the Purchase Agreement, and other good and valuable consideration, the receipt of which is hereby acknowledged, Seller does hereby grant, bargain, sell, and assign to Purchaser all right, title to, and interest in, the Marks, and the goodwill of the business symbolized thereby, together with all claims for profits, damages, and equitable relief by reason of past infringement of the Marks by any party or parties.

For the consideration set forth above, Seller for itself, its successors and assigns hereby covenants and agrees that, at any time and from time to time forthwith upon the written request of Purchaser, Seller will do, execute, acknowledge, and deliver or cause to be done, executed, acknowledged, and delivered, each and all of such further acts, deeds, assignments, transfers, conveyances, powers of attorney, and assurances as may reasonably be required by Purchaser in order to assign, transfer, set over, convey, assure, and confirm unto and vest in Purchaser, its successors and assigns, title to the Marks.

IN WITNESS WHEREOF, Seller has executed this Assignment of Trademarks (Federal) as of the date first written above.

RIVER BAY STATUTORY TRUST,
by First Union National Bank, not in its individual
capacity, but solely as Trustee

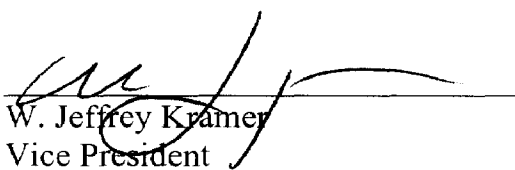
By: 
Name: W. Jeffrey Kramer
Title: Vice President

Exhibit A

to

Assignment of Trademarks (Federal)

<u>Trademark</u>	<u>Jurisdiction</u>	<u>Status</u>	<u>Registration No.</u>	<u>Registration Date</u>
Harvest Time and Logo	United States	Registered	1445379	June 30, 1987
Healthflex	United States	Registered	2051754	April 15, 1997

