

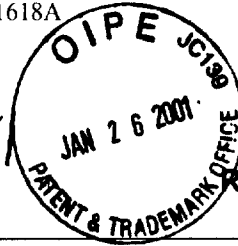
05-16-2001



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

1-26-01



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

Execution Date
Month Day Year
1 4 01

Name

Formerly

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

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

State/Country

Zip Code

- Individual General Partnership Limited Partnership
- Corporation Association
- Other

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.)

- Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

01/30/2001 6TOM11 00000080 1445379

01 FC:441
02 FC:442

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25.00 OP

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

FORM PTO-1618B
Expires 06/30/98
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.

Name of Person Signing

W. Jeffrey Kramer

Signature

[Handwritten Signature]

Date Signed

1-4-01

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

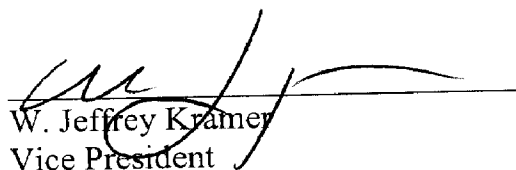
By: 
Name: W. Jeffrey Kramer
Title: Vice President

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

ACKNOWLEDGEMENT

STATE OF CONNECTICUT)

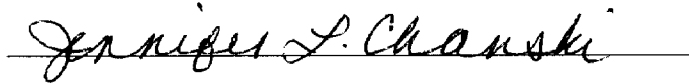
) ss: Hartford

COUNTY OF HARTFORD)

On January 3, 2001, before me personally came W. Jeffrey Kramer, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity(ies), and that by his/her signature on the instrument, the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS MY HAND AND OFFICIAL SEAL.

[seal]



JENNIFER L. CHANSKI
NOTARY PUBLIC
COMMISSION EXPIRES SEP. 30, 2007