

11-06-2001



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Form PTO-594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

River Bay Statutory Trust

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

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

2. Name and address of receiving party(ies)

Institutional Distributors, Inc.

Internal Address:

Street Address: P.O. Box 1787 Grand Rapids MI 49501 City: State: Zip:

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

3. Nature of conveyance:

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

Coversheet previously recorded Reel 002296/ Frame 0460 Execution Date: Jan. 4, 2001

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2051754

Additional number(s) attached Yes No

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

Name: Hillary H. Hughes, Esq. Sonnenschein Nath & Rosenthal

Internal Address:

Street Address: 1221 Avenue of the Americas

City: New York State: NY Zip: 10020

6. Total number of applications and registrations involved:

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

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.

Elena R. Vetere

Signature

November 6, 2001 Date

Name of Person Signing

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

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

Free OK

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

05-16-2001

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



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

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name River Bay Statutory Trust

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

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 Michigan

FOR OFFICE USE ONLY

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01/30/2001 GTOM11 00000080 1445379

01 FC:461 40.00 DP
02 FC:482 25.00 DP

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 Practices. 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

FORM PTO-1618B
E-File 04/30/04
Case 0551-0277

Page 2

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

Hillary H. Hughes, Esq.

Address (line 1)

Sonnenschein Nath & Rosenthal

Address (line 2)

1221 Avenue of the Americas

Address (line 3)

New York, New York 10020

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

3

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)

1445379		
20151754		

Number of Properties

Enter the total number of properties involved.

2

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 65.00

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

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.

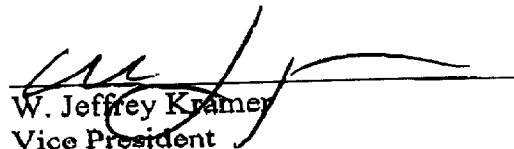
AGREEMENT

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

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

JENNIFER L. CHANSKI
NOTARY PUBLIC
MY COMMISSION EXPIRES SEP. 30, 2006

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