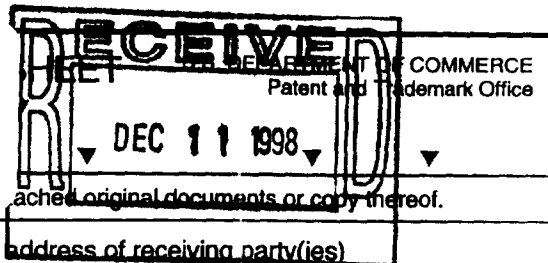


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Tab settings

To the Honorable Commissioner of Patents and Trademarks 100925357

attached original documents or copy thereof.

1. Name of conveying party(ies): M/D 12-11-98

Don Law Company, Inc.

- Individual(s)
- General Partnership
- Corporation-State Massachusetts
- Other
- 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: November 11, 1998

2. Name and address of receiving party(ies)

Name: DLC Corp.

Internal Address: 16th Floor

Street Address: 650 Madison Avenue

City: New York State NY ZIP: 10022

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- 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 patent number(s):

A. Trademark Application No.(s)

N/A

B. Trademark Registration No.(s)

1,576,942

Additional numbers attached?  Yes  No

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

Name: Thomas P. Harrison, Esq.

Internal Address:

Kassler & Feuer, P.C.

Street Address: 101 Arch Street

City: Boston State: MA ZIP: 02110

12/17/1998 DNUYEN 00000066 1576942

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

N/A

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

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40.00 OP

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.

Thomas P. Harrison, Esq.

Name of Person Signing

Signature

12/7/98

Date

Total number of pages including cover sheet, attachments, and document: 2

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents & Trademarks, Box Assignments  
Washington, D.C. 20231

TRADEMARK

REEL: 1827 FRAME: 0782

**ASSIGNMENT OF SERVICE MARK**

This Assignment made this 11<sup>th</sup> of November, 1998, between DON LAW COMPANY, INC., a Massachusetts corporation with a principal place of business at 36 Bay State Road, Cambridge, Massachusetts 02132 ("Assignor") to DLC CORP., a Delaware corporation with a principal place of business at 650 Madison Avenue, 16th Floor, New York, New York 10022 ("Assignee").

WHEREAS, Assignor has adopted, has used and is using Tea Party® as a service mark ("Mark") and is the owner of the registration of the Mark with the U.S. Patent and Trademark Office; and

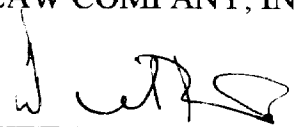
WHEREAS, Assignee is desirous of acquiring the Mark and the registration thereof;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is acknowledged, Assignor hereby transfers, conveys and assigns to Assignee all of its right, title, and interest in and to the Mark, together with:

- a. the registration for the Mark, registered by the U.S. Patent and Trademark Office, Registration No. 1,576,942 on January 9, 1990, and
- b. all common law trademark rights in and to the Mark; and
- c. the goodwill of the business symbolized by or associated with the Mark, and the registration thereof; and
- d. the right to sue and recover for, and the right to profits and damages due or accrued arising out of or in connection with, any and all past, present or future infringement or dilution of or damage or injury to the Mark or the registration thereof or such associated goodwill.

IN WITNESS WHEREOF, the Assignor has executed this Assignment to take effect as an instrument under seal as of the date first written above.

DON LAW COMPANY, INC

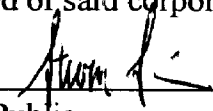
By:   
Donald F. Law, Jr., President

**COMMONWEALTH OF MASSACHUSETTS**

Middlesex, ss.

November 11, 1998

On this      day of November, 1998, before me appeared Donald F. Law, Jr., to me personally known, who being by me duly sworn, did say that he is the President of Don Law Company, Inc., and that said instrument was signed and sealed in behalf of said corporation, and said Donald F. Law, Jr. acknowledged said instrument to be the free act and deed of said corporation.

  
Notary Public  
My Commission Expires: 6/20/04