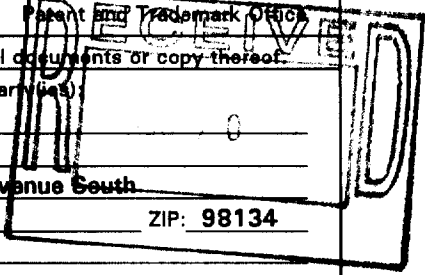


8.20.99

RECORDATION FORM COVER SHEET TRADEMARKS ONLY



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

1. Name of conveying party(ies): Tazo, LLC
Individual(s)
General Partnership
Corporation-State
Other Oregon limited liability company
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
Name: Tazo Tea Company
Internal Address:
Street Address: 2401 Utah Avenue South
City: Seattle State: WA ZIP: 98134
Individual(s) citizenship
Association
General Partnership
Limited Partnership
Corporation-State Washington
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
Execution Date: January 20, 1999

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) See Exhibit A to Assignment
B. Trademark Registration No.(s) See Exhibit A to Assignment
Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Heidi Sachs
Internal Address: Perkins Coie
Street Address: 1201 Third Avenue, Suite 4800
City: Seattle State: WA ZIP: 98101

6. Total number of applications and registrations involved: 25
7. Total fee (37 CFR 3.41): \$ 640
Enclosed
Authorized to be charged to deposit account
Charge any additional fees/credit any overpayment to Deposit Account No. 50-0665
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.
Heidi L. Sachs Signature August 20, 1999 Date
Name of Person Signing Signature Date
Total number of pages comprising cover sheet, attachments and document: 9

08/27/1999 DCORTES 00000060 2042125

01 FC:481 40.00 OP
02 FC:482 600.00 OP

DO NOT DETACH THIS PORTION

08-27-1999

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



101128689

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

EXHIBIT A
TO
TAZO TRADEMARK ASSIGNMENT

Pending and Registered United States Federal Trademarks

<u>Country</u>	<u>Trademark</u>	<u>Serial No. / Registration No.</u>	<u>Date Filed / Date Issued</u>	<u>Status</u>
United States	ARISE	2,042,125	3/4/97	Registered
United States	BASIC BLACK	2,042,126	3/4/97	Registered
United States	BRAMBLEBERRY	2,064,256	5/20/97	Registered [Supplemental]
United States	DISCOVER TAZO	2,114,259	11/18/97	Registered
United States	ENVY	2,055,538	4/22/97	Registered
United States	INTERLUDE	2,042,124	3/4/97	Registered
United States	PASSION	2,063,452	5/20/97	Registered
United States	Bottle Design	75/512,210	7/1/98	Pending
United States	CITRON	2,078,220	7/8/97	Registered [Supplemental]
United States	Bottle Design	75/512,209	7/1/98	Pending
United States	PASSION POTION	2,048,016	3/25/97	Registered
United States	PURE TEA PURE JUICE PURE BLISS	75/548,726	9/4/98	Pending
United States	REINCARNATION OF TEA	2,002,579	9/24/96	Registered
United States	RUMBA	75/135,395	7/17/96	Pending
United States	SIMPLY RED	2,043,901	3/11/97	Registered
United States	SIMPLY RED	2,064,762	5/27/96	Registered
United States	TAZO	2,036,503	2/11/97	Registered
United States	TAZO	75/512,207	7/1/98	Pending
United States	TAZO & Design (circle)	2,005,769	10/8/96	Registered
United States	TAZO & Design (rectangle)	2,036,502	2/11/97	Registered

EXHIBIT A (continued)

<u>Country</u>	<u>Trademark</u>	<u>Serial No. / Registration No.</u>	<u>Date Filed / Date Issued</u>	<u>Status</u>
United States	TAZOBERRY	2,043,900	3/11/97	Registered
United States	THE ONLY THING UNREAL IS HOW GOOD IT TASTES	75/521,015	7/17/98	Pending
United States	THE ONLY THING UNREAL IS HOW GOOD IT TASTES	75/521,017	7/17/98	Pending
United States	THE WAY CHAI IS SUPPOSED TO TASTE	75/548,013	9/4/98	Pending
United States	WILD SWEET ORANGE	75/135,535	7/17/96	Pending/Opposed

ASSIGNMENT OF TRADEMARKS

THIS ASSIGNMENT OF TRADEMARKS is made and entered into as of the 20th day of January, 1999, by Tazo, L.L.C. an Oregon limited liability company whose business address is 2445 S.E. 8th Avenue, Portland, Oregon 97207 ("Assignor"), to Tazo Tea Company, a Washington corporation whose business address is 2401 Utah Avenue South, Seattle, Washington 98134 ("Assignee").

WITNESSETH:

WHEREAS, Assignor has adopted, used and is using the trademarks listed on Exhibit A, which marks are registered and/or pending for registration in the United States Patent and Trademark Office. In addition, Assignor has adopted and registered the state trademarks listed on Exhibit B hereto. Assignor also has common law rights to the unregistered trademarks listed on Exhibit C hereto. Finally, Assignor has applied to register and/or has registered with trademark offices in various foreign jurisdictions the trademarks listed on Exhibit D hereto (the marks in Exhibits A through D collectively hereinafter referred to as the "Trademarks");

WHEREAS, Assignor desires to assign to Assignee all of Assignor's right, title, and interest in and to the Trademarks, together with the goodwill of the business associated therewith, including without limitation the applications and registrations set forth on Exhibits A through D hereto.

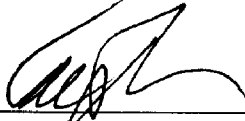
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby sell, transfer, grant and assign to Assignee all right, title and interest in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks, and the registrations and applications for registration thereof, including without limitation, Assignor's right, title and interest in and to (1) all income, royalties, damages and payments now and hereafter due and/or payable with respect to the Trademarks, including, without limitation, damages and payments for past or future infringements thereof; (2) the right to sue for past, present and future infringements of the Trademarks; (3) the right to secure all renewals for the registrations of the Trademarks; (4) the right to secure registrations for the Trademarks; and (5) all rights corresponding thereto, as fully and entirely as the same would have been held and enjoyed by Assignor had this Assignment of Trademarks not been made.

In accordance with this Assignment, the respective trademark offices are requested, as herein provided or by separate instrument, to transfer to Assignee the registrations and pending applications for the Trademarks.

Each of the respective trademark offices is hereby further requested to issue any applications pending as of the date hereof in the name of the Assignee, Tazo Tea Company.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be executed by a duly authorized officer and duly attested on the 20th day of January, 1999.

TAZO, L.L.C.

By: 
Tal Johnson
Chief Executive Officer

STATE OF Oregon)
) ss.
COUNTY OF Multnomah

On this 20th day of January, 1999, before me personally came Tal Johnson, to me known and known to me to be the person who executed the foregoing instrument, and who being by me duly sworn, did depose and say that he is the Chief Executive Officer, of the company described in and on whose behalf was executed the foregoing instrument; and that he signed his name thereto on behalf of and with the authorization of the said company as the deed and act of said company.

Virginia Hansen
Notary Public

My Commission Expires: 12/14/2001

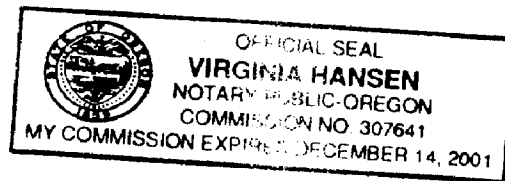


EXHIBIT B
TO
TAZO TRADEMARK ASSIGNMENT

State Registered Trademarks

<u>State</u>	<u>Trademark</u>	<u>Registration No.</u>	<u>Date Issued</u>	<u>Status</u>
Oregon	REINCARNATION OF TEA	T29493	6/9/95	Registered
Oregon	TAZO	T29490	6/9/95	Registered
Oregon	TAZO & Design (circle)	T29491	6/9/95	Registered
Oregon	TAZO & Design (rectangle)	T29492	6/9/95	Registered

EXHIBIT C
TO
TAZO TRADEMARK ASSIGNMENT

Common Law Unregistered Trademarks*

Country	Trademark	Goods/Services	Date of First Use
United States	Tea Lab DESIGN	Tea	8/15/94
United States	Tea Lab DESIGN	Beverage dispensers	8/15/94
United States	ZEN	Tea	9/1/94
United States	AWAKE	Tea	9/1/94
United States	CALM	Tea	9/1/94
United States	ISLAND PASSION	Tea	7/30/94
United States	REFRESH	Tea	9/1/94
United States	OM	Tea	11/6/95
United States	TIMBUKTU	Tea	11/8/95
United States	SPICE	Tea	9/1/94
United States	EARL GREY	Tea	9/1/94
United States	GREEN GINGER	Tea	3/98
United States	LEMON GINGER	Tea; bottled tea	5/97
United States	WILD ORANGE	Bottled tea	5/97
England	REFRESH	Tea	1/16/97
England	CALM	Tea	1/16/97
England	WILD ORANGE	Tea	1/16/97
England	PASSION	Tea	1/16/97
England	SPICE	Tea	1/16/97
England	ZEN	Tea	1/16/97
England	AWAKE	Tea	1/16/97
England	EARL GREY	Tea	1/16/97
England	OM	Tea	1/16/97
England	INTERLUDE	Tea	1/16/97
England	ARISE	Tea	1/16/97
England	CITRON	Tea	1/16/97
England	ENVY	Tea	1/16/97
England	RUMBA	Tea	1/16/97
England	TIMBUKTU	Tea	1/16/97
Australia	REFRESH	Tea	8/30/95
Australia	CALM	Tea	8/30/95
Australia	WILD ORANGE	Tea	8/30/95
Australia	PASSION	Tea	8/30/95

Australia	SPICE	Tea	8/30/95
Australia	ZEN	Tea	8/30/95
Australia	AWAKE	Tea	8/30/95
Australia	EARL GREY	Tea	8/30/95
Australia	OM	Tea	8/30/95
Australia	INTERLUDE	Tea	3/29/96
Australia	ARISE	Tea	3/29/96
Australia	CITRON	Tea	3/29/96
Australia	ENVY	Tea	3/29/96
Australia	RUMBA	Tea	3/29/96
Australia	TIMBUKTU	Tea	3/29/96
Taiwan	REFRESH	Tea	10/7/98
Taiwan	CALM	Tea	10/7/98
Taiwan	WILD ORANGE	Tea	10/19/98
Taiwan	PASSION	Tea	10/7/98
Taiwan	SPICE	Tea	10/7/98
Taiwan	ZEN	Tea	10/7/98
Taiwan	AWAKE	Tea	10/7/98
Taiwan	EARL GREY	Tea	10/7/98
Taiwan	OM	Tea	10/7/98
Russia	REFRESH	Tea	6/17/98
Russia	CALM	Tea	6/17/98
Russia	WILD ORANGE	Tea; bottled tea	6/17/98
Russia	PASSION	Tea	6/17/98
Russia	SPICE	Tea	6/17/98
Russia	ZEN	Tea	6/17/98
Russia	AWAKE	Tea	6/17/98
Russia	EARL GREY	Tea	6/17/98
Russia	OM	Tea	6/17/98
Russia	SIMPLY RED	Bottled tea	6/18/98
Russia	PASSION POTION	Bottled tea	6/18/98
Russia	TAZOBERRY	Bottled tea	6/18/98
Russia	BRAMBLEBERRY	Bottled tea	6/18/98
Russia	BASIC BLACK	Bottled tea	6/18/98
Russia	LEMON GINGER	Bottled tea	6/18/98

*Tazo may not have exclusive rights in these marks because of descriptiveness issues and/or others' uses of the same or similar marks

EXHIBIT D
TO
TAZO TRADEMARK ASSIGNMENT

Trademarks Pending or Registered in Foreign Jurisdictions

<u>Country</u>	<u>Trademark</u>	<u>Serial No. / Registration No.</u>	<u>Date Filed / Date Issued</u>	<u>Status</u>
Australia	TAZO	728408	2/24/97	Pending
Canada	REINCARNATION OF TEA	486,139	11/24/97	Registered
Canada	TAZO	799098	12/6/95	Pending
Community Trademark	TAZO	609255	8/14/97	Pending
Hong Kong	TAZO	03381/97	3/13/97	Abandoned
India	TAZO	748858	3/11/97	Pending
Japan	TAZO	24272/1997	3/10/97	Pending
Philippines	TAZO	122043	6/26/97	Pending
Russian Federation	TAZO	97707338	5/12/97	Pending
Singapore	TAZO	13579/97	11/4/97	Pending
Thailand	TAZO	308184	5/17/96	Pending
Thailand	TAZO (Stylized)	Kor 61257	7/17/97	Registered