

05-03-2000

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thereof.

To the Honorable Commissioner of Patents and Trademarks:

101342664

1. Name of conveying party(ies):

4.10.00

Passport Gift Company, Inc.

- Individual Association
- General Partnership Limited Partnership
- Corporation - State: California

Other _____

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

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other _____

Execution Date: July 7, 1998

2. Name and address of receiving party(ies):

Name: Geerlings & Wade, Inc.

Internal Address:

Street Address: 960 Turnpike Street

City: Canton State: MA Zip: 02021

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership

Corporation - State: Massachusetts

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 registration number(s)

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,976,647

1,976,648

Additional numbers attached? yes no

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

Name: Catherine R. Howell, Paralegal

Internal Address: Ropes & Gray

Street Address: 1301 K St., N. W. Suite: 800 East

City: Washington, D.C. State: Zip: 20005

6. Total number of applications and registration involved:

..... [2]

7. Total Fee (37 CFR 3.41) \$ 65

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

#18-1945

04/28/2000 TTOM11 00000012 181945 1976647

DO NOT USE THIS SPACE

01 FC:401
02 FC:402

40.00 CH
25.00 CH

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.

Catherine R. Howell
Name of Person Signing

Catherine R. Howell
Signature

April 10, 2000
Date

Total number of pages including cover sheet, attachments and document: [5]

MHODMA.WASH;708923 :1

ASSIGNMENT OF TRADEMARKS

THIS ASSIGNMENT OF TRADEMARKS is made as of the 7th day of July, 1998, by and between Passport Gift Company, Inc., d/b/a Passport Wine Club, a California corporation (the "Assignor"), having a principal place of business located at 42 Digital Drive, #13, Novato, California 94949, and Geerlings & Wade, Inc., an Massachusetts corporation (the "Assignee"), having a principal place of business located at 960 Turnpike Street, Canton, Massachusetts 02021.

RECITALS:

WHEREAS, Assignor and Assignee are parties to a certain asset purchase agreement dated July 7, 1998, by and among Assignor, H. Edward Lehrman, W. Guy Davis and Assignee (the "Agreement"), under the terms of which Assignor has sold and transferred, and Assignee has purchased, certain assets (the "Assets");

WHEREAS, Assignor has applied for and obtained registration of the trademarks listed on Schedule 1 hereto (the "Trademarks"), which trademarks constitute part of the Assets; and

WHEREAS, pursuant to the Agreement, Assignor agrees to assign and Assignee desires to obtain all of Assignor's right, title and interest in, to and under said Trademarks;

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged by Assignor, Assignor hereby sells, conveys, assigns, transfers and delivers to Assignee, its successors and assigns, all of its right, title and interest in, to and under the Trademarks listed on Schedule 1 hereto; together with the goodwill of the business symbolized by the Trademarks; together with the registration in the United States Patent and Trademark Office (or, in the case of state registrations or recordings, in the equivalent state trademark filing office), and all reissues, extensions or renewals thereof; together with the right to sue and receive damages for future infringements thereof and to stand in the place of Assignor in all matters related thereto.

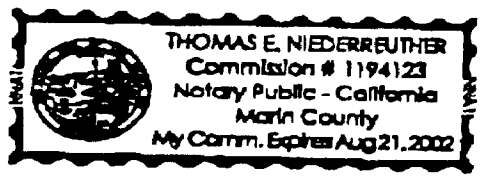
ASSIGNOR:

PASSPORT GIFT COMPANY, INC.

By: H. Edward Lehman
Name: H. Edward Lehman
Title: President

THE STATE OF CALIFORNIA
COUNTY OF MARIN

This instrument was acknowledged before me on this the 7 day of April, 2000, by
H. Edward Lehman (title) of Passport Gift Company,
Inc., a California corporation, on behalf of said corporation.



[Signature]

Notary Public in and for
The State of California

Thomas Niederreuther
Printed or Typed Name of Notary

My Commission Expires 8-21-2002

ASSIGNEE:

GEERLINGS & WADE, INC.

By: [Signature]
Name: DAVID R. PEARCE
Title: CHIEF FINANCIAL OFFICER

THE STATE OF MASSACHUSETTS
COUNTY OF BRISTOL

This instrument was acknowledged before me on this the 7th day of April, 2000, by DAVID R. PEARCE, the CFO (title) of Geerlings & Wade, Inc, a Massachusetts corporation, on behalf of said corporation.

[Signature]
Notary Public in and for
The State of Massachusetts

SHARON J. READ
Printed or Typed Name of Notary

My Commission Expires 12/1/00



SCHEDULE 1
TO
ASSIGNMENT OF TRADEMARKS
BY
PASSPORT GIFT COMPANY, INC., D/B/A PASSPORT WINE CLUB
TO
GEERLINGS & WADE, INC.

<u>Trademark</u>	<u>Registration Date</u>	<u>Registration No.</u>
PASSPORT WINE CLUB	5/28/96	1976647
PASSPORT WINE CLUB	5/28/96	1976648