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To the Honorable Commissioner of

ached original documents or copy thereof.

1. Name of conveying party(ies):

Mühlens Gmbh & Co. KG

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

Additional name(s) of conveying party(ies) attached?

Yes No

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

Name: GPC, Inc.

Internal Address: _____

Street Address: 1095 Long Island Avenue

City: Deer Park State: NY ZIP: 11729

Individual(s) citizenship _____

Association _____

Limited Partnership _____

Corporation - State New York

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: 06/23/1999

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

A. Trademark Application No.(s)

B. Trademark No.(s)

1,210,189

Additional numbers attached? Yes No

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

Name: George W Hoover

Internal Address:

BLAKELY, SOKOLOFF, TAYLOR & ZAFMAN LLP

Street Address: 12400 Wilshire Boulevard

Seventh Floor

City: Los Angeles State: CA ZIP: 90025

6. Total number of applications and trademarks involved: _____

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

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

02-2666

(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.

George W Hoover

Name of Person Signing

Signature

November 15, 2000

Date

Total number of pages including cover sheet: 2
Attny Dkt No. 003054.T023USA2

ASSIGNMENT

WHEREAS, Mülhens Gmbh & Co. KG, having a place of business at Vanloer Strasse 241-245, D-50823 Köln, Germany (hereinafter called the "Assignor"), is the owner of the trademark PAVLOVA and the registration thereof, namely U.S. Registration No. 1,210,189 registered September 28, 1982 (the "Mark"); and

WHEREAS, GPC, Inc., a New York corporation having a place of business at 1095 Long Island Avenue, Deer Park, New York 11729, USA (hereinafter called the "Assignee") is desirous of acquiring from said Assignor the entire right, title and interest in and to the Mark together with the goodwill pertaining thereto, and the Assignor is willing to assign the Mark and associated goodwill and the noted registration to Assignee.

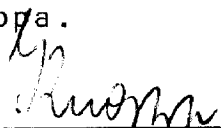
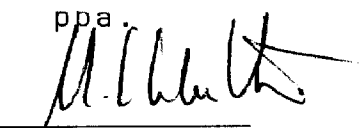
NOW, THEREFORE, in consideration of good and valuable consideration, the receipt and adequacy of which Assignor hereby acknowledges, Assignor does hereby sell, assign and transfer unto the Assignee, its entire right, title and interest in and to the aforesaid Mark, together with the goodwill pertaining thereto and the registration thereof.

IN WITNESS WHEREOF, Assignor has executed this assignment on the 23rd day of June, 1999.

Mülhens Gmbh & Co. KG

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Name: M. Knopp H.-J. Schultner
Title: Company Secretary

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RECORDED: 11/20/2000

TRADEMARK
REEL: 002191 FRAME: 0125