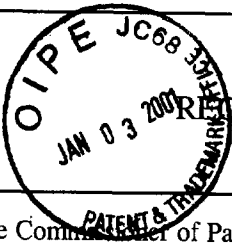


01-08-2001

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



101574091

Attorney's Docket No. 006450-

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

1. Name of conveying party(ies):

The Conard-Pyle Company

MKS
1.3.01

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

Other: Pennsylvania

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Merger
- Change of Name

Other: _____

Execution Date: December 21, 2000

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

Name: CP (Delaware) Inc.

Address: 103 Foulk Road

Suite 202, P.O. Box 1958

Wilmington, Delaware 19899

- 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 registration number(s):

A. Trademark Application No.(s)

75/126,395 COTTAGE

B. Trademark Registration No.(s)

2,243,449 - GRAND GALA 2,269,523 - FREDERIC MISTRAL
 2,243,450 - ABBAYE DE CLUNY 2,269,524 - LEONARDO DA VINCI
 2,243,451 - TOULOUSE-LAUTREC 2,269,525 - AUGUSTE RENOIR
 2,253,929 - ROMANTICA 2,402,314 - HONORE DE BALZAC

Additional numbers attached? Yes No

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

Name: Fred W. Hathaway, Esq.

Address: BURNS, DOANE, SWECKER & MATHIS, L.L.P.

P.O. Box 1404

Alexandria, Virginia 22313-1404

6. Total number of applications and registrations involved: 9

7. Total fee (37 CFR 3.41): \$ 240.00

Enclosed

Authorized to be charged to deposit account, if necessary

8. Deposit account number:

02-4800

01/05/2001 GT0N11 00000313 75126395
 01 FC:481 40.00 DF
 02 FC:462 200.00 DF

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.

Fred W. Hathaway
Name of Person Signing

Fred W. Hathaway
Signature

January 3, 2001
Date

Total number of pages including cover sheet, attachments, and document: 3

ASSIGNMENT

WHEREAS, The Conard-Pyle Company, a corporation organized and existing under the laws of Pennsylvania and having a place of business at 372 Rose Hill Road, West Grove, Pennsylvania 19390 (hereinafter "ASSIGNOR"), is the owner of all right, title and interest in and to the following trademarks and has adopted and used in these marks in its business which are all duly registered or the subject of approved allegations of use and approved for registration in the United States Patent and Trademark Office:

Mark	Registration No. (or Serial No.)	Issue Date (or filing date)
GRAND GALA	2,243,449	May 4, 1999
ABBAYE DE CLUNY	2,243,450	May 4, 1999
TOULOUSE-LAUTREC	2,243,451	May 4, 1999
ROMANTICA	2,253,929	June 15, 1999
FREDERIC MISTRAL	2,269,523	August 10, 1999
LEONARDO DA VINCI	2,269,524	August 10, 1999
AUGUSTE RENOIR	2,269,525	August 10, 1999
HONORE DE BALZAC	2,402,314	November 7, 2000
COTTAGE	Application Serial No.75/126,395	Filed: 6/27/96

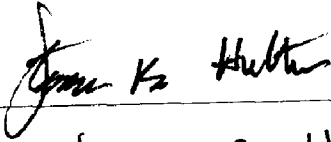
; and

WHEREAS, CP (Delaware) Inc., a corporation organized and existing under the laws of Delaware, having a place of business

at 103 Foulk Road, Suite 202, P.O. Box 1958, Wilmington, Delaware 19899 (hereinafter "ASSIGNEE"), is desirous of acquiring all rights in and to the aforesaid trademarks, together with the goodwill of the business symbolized by the trademarks and the aforesaid registrations and applications therefor.

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, ASSIGNOR does hereby assign unto ASSIGNEE all rights, title and interest in and to the aforesaid trademarks together with the goodwill of the business symbolized by the trademarks and the aforesaid Registrations and applications.

THE CONARD-PYLE COMPANY

By 
Name STEVEN. B. HUTTON
Title President

Date 12/21/60